CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	0152
COMPANY NAME	**:**	DGB Asia Berhad (“DGB” or “the Company”)
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("Board") of DGB holds collective responsibility for providing leadership, strategic direction and oversight to ensure the long-term growth and sustainability of DGB and its subsidiaries (collectively referred to as the "DGB Group" or the "Group"). In carrying out its role, the Board strives to create and preserve sustainable value for the Group's stakeholders while upholding strong standards of corporate governance. Members of the Board are expected to demonstrate sound stewardship, professionalism and integrity, and to act in accordance with the Group's core values while discharging their fiduciary duties and responsibilities. The Board also oversees Management to ensure that an effective governance framework and internal control system are in place. These systems are intended to support efficient and effective operations, safeguard the integrity of internal controls, and ensure compliance with all applicable laws, regulations and relevant requirements. The Board assumes, among others the following responsibilities:- • Overseeing the conduct and sustainability of the businesses of the Group, assuming the responsibility for succession planning. • Reviewing, adopting and approving the Group's overall strategic direction, business plans, and annual budgets of the Group, including major capital commitments. • Establishing key performance indicators and ensuring that senior management has the necessary skills and experience for the orderly succession of Board and Senior Management. • Reviewing and approving new ventures, major acquisitions and disposals of undertakings and properties. • Identifying principal risks and ensuring the implementation of appropriate systems to manage and monitor significant financial and non-financial risks.

	• Reviewing the adequacy and integrity of the Group's internal control systems, risk management and management information systems. • Overseeing the development and implementation of the shareholders' communications policy for the Company. • Assess the training needs of the Directors and ensure Directors have access to a continuing education programme. • Responsible for the quality and completeness of the financial statements of the Group and ensuring that they are prepared based on the appropriate and consistently applied accounting policies. • Ensure that the general meetings of the Company are conducted efficiently and serve as a mode of shareholders' communication. In performing its fiduciary duties and leadership responsibilities, the Board is guided by the Board Charter, which outlines the key principles and guidelines governing the Board's roles and responsibilities. The Board has also adopted a Code of Ethics and Conduct that provides a framework to guide the Directors and employees of the Group in carrying out their daily duties with integrity and professionalism. The Code of Ethics and Conduct forms an integral part of the Company's Board Charter. The Board has delegated the day-to-day management and operational responsibilities of the Group to the Executive Directors and the Management team. To enhance the effectiveness of its oversight functions, the Board has also delegated specific responsibilities to the following Board Committees, each operating within their respective Terms of Reference ("TOR"):- • Audit and Risk Management Committee ("ARMC"); and • Nomination and Remuneration Committee ("NRC"). The Board Charter and TOR of the respective committees are available on the Company's website at www.dgbasia.com.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Since the resignation of Dato' Seri Abdul Azim Bin Mohd Zabidi as the Chairman of the Board on 30 August 2021, the Company has not appointed a successor to the position.	
		The Board is of the view that the current composition, comprising both Non-Executive Directors and Executive Directors, facilitates effective Board functioning by providing balanced leadership, strategic oversight and sound governance for the Group. Nevertheless, the Board intends to appoint a new Chairman in the forthcoming period. The roles and responsibilities of the Chairman of the Board are clearly set out in the Board Charter, which is available on the Company's website at www.dgbasia.com.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 1.3

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Following the resignation of Dato' Seri Abdul Azim Bin Mohd Zabidi on 30 August 2021, the Company has not appointed a Chairman. In addition, the Company does not have a Chief Executive Officer, as the executive management function is led by the Managing Director/Executive Director ("MD/ED"). During the financial year, the role of the Chairman at Board meetings was **temporarily assumed by an Independent Non-Executive Director** to ensure that proceedings were conducted in an independent and objective manner. The Board, comprising three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director, is satisfied that its composition provides adequate independence and appropriate checks and balances in the Board's deliberation and decision-making processes. The Board collectively assumes responsibility for providing leadership and oversight of the Company, including ensuring the effective functioning of the Board. The MD/ED is responsible for the day-to-day management of the Group's operations, including the implementation of the Board's policies and decisions, management of resources and risks, and ensuring that material matters are brought to the Board for consideration. The distinct roles and responsibilities of the Chairman and MD/ED are set out in the Board Charter, which is available on the Company's website at www.dgbasia.com.	
		Nevertheless, the Board intends to appoint a new Chairman of the Board in the near future.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 1.4

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

<table>
<tr><td colspan="4">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'.</td></tr>
<tr><td>Application</td><td>:</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2">After Dato' Seri Abdul Azim Bin Mohd Zabidi resigned on 30 August 2021, the position of Chairman of the board has been unfilled.</td></tr>
<tr><td colspan="2">The Board intends to appoint a new Chairman of the Board in the near future and will review the composition of the committees following the appointment of the new Chairman.</td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2">Please explain the measure(s) the company has taken or intend to take to adopt the practice.</td></tr>
<tr><td>Timeframe</td><td>:</td><td>Choose an item.</td><td></td></tr>
</table>

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	The Group is currently outsourcing the corporate secretarial function to Cospec Management Services Sdn. Bhd. ("CMS"). The Board is supported by two (2) experienced and qualified Company Secretaries nominated by CMS, who are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("Act") and are registered holders of the Practicing Certificate issued by the Companies Commission of Malaysia. The Company Secretaries play an important role in facilitating the overall compliance with the Act, ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant laws and regulations. The Company Secretaries also assist the Board and Board Committees to function effectively and in accordance with their TOR and best practices and ensure adherence to the existing Board policies and procedures. In order to discharge the roles effectively, the Company Secretaries have been continuously attending the necessary training programmes, conferences or seminars or forums to keep themselves abreast with the latest developments in the corporate governance realm and changes in regulatory requirements that are relevant to her profession and enable her to provide the necessary advisory role to the Board. The Board has direct access to the professional advice and services of the Company Secretaries and their team when performing their duties and discharging their responsibilities. The Company Secretaries had conducted a briefing on the Key Amendments to Listing Requirements of Bursa Securities to keep the Board abreast of the latest developments on the provisions under the Listing Requirements of Bursa Securities. During the financial year under review, the Board and Board Committees' meetings were properly convened, and accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.

<table>
<tr><td></td><td colspan="2">Overall, the Board is satisfied with the service and support rendered by our Company Secretaries and their team to the Board in the discharge of their functions.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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

Practice 1.6

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

Application :	Applied
Explanation on application of the practice :	To assist the Directors in managing their schedules, the Company Secretaries prepare an annual meeting calendar ahead of each new year. This calendar outlines the dates of Board and Board Committee meetings, as well as the annual general meeting ("AGM"). Additionally, it includes closed periods for trading in securities by Directors and principal officers, aligning with scheduled announcements of the Group's quarterly results. The notices of Board and Board Committees meetings together with the meeting papers are generally furnished to the Board members within five (5) working days prior to the dates of meetings, except in the case of an emergency. This is to ensure that the Directors have sufficient time for Directors to peruse the meeting papers and to seek any clarification or further details that they need from the Management or to consult independent advisers (if necessary) and to make an informed decision at each Board meeting. In the intervals between scheduled Board and Board Committees meetings, for exceptional matters requiring urgent Board decisions, Board and Board Committees decisions are obtained via additional ad-hoc meetings convened or written resolutions which are supported with board papers, providing information necessary for the Board and Board Committees' deliberation to ensure the Directors can make informed decisions. All written resolutions approved by the Board will be tabled for notation at the next Board Meeting. The deliberations and conclusions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings. The draft minutes are circulated for the Board or Committee Chairman's review within a reasonable timeframe after the meetings. The minutes of meetings accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter. All the records of proceedings and resolutions passed are kept at the registered office of the Company.

<table>
<tr><td></td><td colspan="2">All Directors have full and unrestricted access to timely information about the Group. In addition, the Directors are also empowered to seek independent external professional advice at the expense of the Company, should they consider it necessary in the course of their duties.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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

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

Practice 2.1

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board has established and adopted a Board Charter outlining the roles and responsibilities of the Board, Board Committees, individual Directors, and Management, as well as matters reserved for the Board's approval.

The Board Charter serves as a reference framework guiding the Board in fulfilling its fiduciary and leadership responsibilities.

The Board Charter will be reviewed and updated as and when necessary to ensure it remains consistent with the Group's policies and procedures, the Board's overall responsibilities as well as changes to legislation and regulations.

The Board Charter is available on the Company's website at www.dgbasia.com.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a Code of Ethics and Conduct for the Directors and/or employees of the Group which is available on the Company's corporate website at www.dgbasia.com. The Code of Ethics and Conduct outlines the ethical standards and values expected of Directors and senior employees, serving as a guide in the performance of their duties. The Board recognises that integrity and ethical conduct are essential to achieving the Group's objectives in an open, honest, and principled manner. The Board will review the Code of Ethics and Conduct from time to time to ensure that it continues to remain relevant and appropriate.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application :	Applied	
Explanation on application of the practice :	The Board recognises whistleblowing as a vital tool for preventing and detecting misconduct, harassment, or corruption within the Group. It is committed to promoting good business conduct and safeguarding the Group's integrity. To support this, the Board has adopted a Whistleblowing Policy, providing Directors, employees, and external parties with a channel to report concerns regarding potential improprieties, unethical, or illegal activities. The Policy is available on the Company's website at www.dgbasia.com. The Board will review and update the Whistleblowing Policy at least once every three (3) years to ensure its continued effectiveness and alignment with applicable laws, the Board's objectives and responsibilities, and prevailing standards of corporate governance and regulatory requirements.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 4.1
The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises that sustainable development is a key component of the Group's operations and long-term strategy, guiding the adoption of responsible practices that advance the Group's Economic, Environmental, Social and Governance (EESG) agenda. In collaboration with Management, the Board provides oversight of sustainability governance, setting the overall strategy, approving corporate policies, and monitoring performance, while Management ensures effective implementation and tracks progress toward achieving key sustainability targets. As part of the efforts in promoting and building sustainability momentum within the Group, the Management had undertaken the following measures:- • strengthen the financial and deliver sustainable returns to the stakeholders. • mitigating any negative environment impact and conserve the surrounding environment. • foster a robust, diverse and capable workforce, and create a safe workplace. Furthermore, the ARMC is tasked with supporting the Board in monitoring the Company's sustainability initiatives and reporting, anchored in the EESG framework. This responsibility has been incorporated into the TOR of ARMC as well.
Explanation for departure	:	

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

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

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

Application :	Applied	
Explanation on application of the practice :	Stakeholder engagement is an essential collaborative process that contributes to the Company's overall success. Input and perspectives from stakeholders help the Group strengthen its strategies, drive innovation, and anticipate future market opportunities. The Company actively consults stakeholders on its sustainability initiatives, covering goals, priorities, benchmarks, and performance, through multiple communication channels. This enables the Company to address stakeholder concerns and adapt promptly to their expectations. Details pertaining to the stakeholders' engagement are available in the Sustainability Statement in the Annual Report for FYE 2025 ("Annual Report 2025").	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board through the NRC assessed the training programmes attended by each Director during the financial year to ensure they stay abreast with the latest developments in the industry as well as the sustainability issues relevant to the Group, including factors that are driving climate change, sustainable finance and achieving a sustainable business model.

The key training programmes attended by each Director in the FYE 2025 are set out in the Corporate Governance Overview Statement of Annual Report 2025.

The Company Secretaries keep the Board regularly informed of updates to the Listing Requirements and other regulatory obligations, based on circulars received from Bursa Securities or other regulators. They also provide guidance on corporate disclosures and compliance matters relevant to the Company.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
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</table>

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

Practice 4.4
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 and the Management work collaboratively in managing material sustainability matters, including identifying and addressing the risks and opportunities that may impact the Group's long-term growth and resilience. The performance evaluation of the Board in addressing the Group's strategic and business plans which promote sustainability materials matters was evaluated through the annual Board's effectiveness evaluation for the FYE 2025. Together, the Board and Management tackle the Company's significant issues, along with the associated risks and opportunities. They implement suitable mitigation strategies to ensure the Company maintains robust returns for its shareholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.5- Step Up
The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.	
Application :	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 5.1
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The NRC is responsible for overseeing the overall composition of the Board in terms of size, a mix of skills, experience and core competencies, as well as the balance between the ED and Independent Non-Executive Directors. The effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and the contribution of the Board's various committees will be assessed on an annual basis. The Board is fully aware that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years as recommended by the MCCG. However, if the Board intends to retain a Director who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. During the FYE 2025, the NRC has reviewed and recommended to the Board of Directors regarding Mr. Ong Tee Kein, who has diligently served the Company for over (9) years, to continue in his role as the Independent Non-Executive Director. This recommendation is subject to the approval of shareholders at the upcoming 19th AGM through a two-tier voting process. The annual re-election of retiring Directors has been contingent on a satisfactory evaluation of the retiring Directors' performance and contribution to the Board. In addition, the Directors' Fit and Proper Policy serves as a guide to NRC and the Board for the appointment and re-election of Directors of the Group. The Directors' Fit and Proper Policy is published on the Company's website at www.dgbasia.com.
Explanation for departure	:	

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

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The current Board consists of five (5) members, comprising one (1) Executive Director, three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director, as set out in the table below:

<table>
<tr><th>Name</th><th>Designation</th></tr>
<tr><td>Nicholas Wong Yew Khid</td><td>Executive Director</td></tr>
<tr><td>Ong Tee Kein</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Chen Chee Peng</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Lim May Sim</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Ho Jien Shiung</td><td>Non-Independent Non-Executive Director</td></tr>
</table>

The present composition of the Board complies with Rule 15.02 of the Listing Requirements of Bursa Securities and Practice 5.2 of the MCCG as half (50%) of the Board comprises Independent Directors. All the Independent Directors are satisfied with the independence test under the Listing Requirements of Bursa Securities.

The presence of Independent Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remain objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">Mr. Ong Tee Kein has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.

Pursuant to the MCCG, the Board upon obtaining the NRC's recommendation, agreed to seek the approval of the shareholders of the Company at the forthcoming AGM to retain him as the Independent Non-Executive Director of the Company based on the following justifications:-

(a) He has declared and confirmed that he fulfilled the criteria under the definition of Independent Director as set out in Chapter 1 of the Listing Requirements.
(b) He has vast experience in his industry which could provide the Board with a diverse set of experience, expertise and independent judgement.
(c) He has good knowledge of the Group's business operations.
(d) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.
(e) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders of the Company.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
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.

<table>
<tr><td colspan="2">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.</td></tr>
<tr><td>Application :</td><td>Not Adopted</td></tr>
<tr><td>Explanation on adoption of the practice :</td><td></td></tr>
</table>

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

Practice 5.5
Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">The Board recognises the importance of appointing Directors and senior management based on objective criteria and merit, while giving due consideration to diversity in skills, experience, age, cultural background, and gender.

The NRC is responsible for assessing, evaluating, and recommending candidates for Board appointments. In doing so, the NRC considers relevant factors such as age, gender, ethnicity, skills and experience, industry knowledge, and personal qualities, including integrity and the ability and willingness to fulfil the duties of a Director.

For senior management appointments, the NRC also solicits nominations from its members, Management, and shareholders, evaluates the suitability of candidates, and makes recommendations to the Board. Similarly, the Board deliberates on appointments by considering the predefined criteria, including age, expertise, professional experience, industry exposure, educational background, and personal characteristics.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2"></td></tr>
<tr><td>Timeframe</td><td>:</td><td></td><td></td></tr>
</table>

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

Practice 5.6
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 appointment of new Director is subject to careful assessment and recommendation by the NRC and final decision by the Board. The appointment process adheres to formal and transparent practices as endorsed by the MCCG. The NRC reviews candidates and recommends them for the Board's approval. In fulfilling this duty, the NRC evaluates individual suitability by considering a range of factors, including skills, functional knowledge, expertise, experience, professionalism, integrity, and other commitments that could enhance the Board. The NRC is open to referrals from external sources available, such as industry acquaintances, contacts in related industries, consultants, etc to gain access to a wide pool of potential candidates besides tapping on the recommendations from existing Board members, Management or major shareholders. Shortlisted candidates would be required to furnish their curriculum vitae containing information on their academic/professional qualification, work experience, employment history and experience as directors of listed companies (if any). The NRC will perform an annual review of the required mix of skills and experience and other qualities including core competencies that Directors should bring to the Board and assess the effectiveness of the Board as a whole, as well as, look into succession planning, boardroom and gender diversity to ensure the effectiveness of the Board. The policies and procedures for the recruitment and appointment of new Directors are guided by the TOR of the NRC and the Directors' Fit and Proper Policy of the Company.
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe :	Choose an item.	

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

Practice 5.7
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The NRC assessed the performance of the Directors who are seeking re-election at the AGM before recommending them to the Board for consideration. The Board will then recommend the re-election of retiring Directors to the shareholders for their approval at the AGM of the Company.

The profiles of the Directors who were due for retirement and offered themselves for re-election, which included the nature of interest with the Company, whichever applicable, were set out in the Annual Report 2025.

Whilst for the retiring Directors for the forthcoming Nineteenth AGM (“19th AGM”), a statement by the Board and NRC being satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the forthcoming 19th AGM was stated in the notes accompanying the Notice of 19th AGM.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
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 Mr. Chen Chee Peng, who is an Independent Non-Executive Director of the Company. The details and/or profile of the Chairman is disclosed in the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	The Board currently has one (1) female Director namely Ms. Lim May Sim, which represents 20% of the Board composition.	
		The Board believes in recruiting and retaining the best available talent irrespective of gender, ethnicity, or age to enhance the Board's effectiveness. Women's representation on the Board and within senior management will be considered when vacancies arise and suitable candidates are identified, while maintaining the overriding objective of selecting the most qualified individuals to support the Company's strategic goals.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Practice 5.10
The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	The Board has established and adopted a Gender Diversity Policy, providing a framework to enhance gender diversity at both the Board and senior management levels. The Company recognises the importance of promoting gender diversity and is committed to increasing the representation of female Directors and senior management. However, to ensure the appointment of suitably qualified and effective candidates, the Policy does not set specific numerical targets for female representation.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The Company has in place a formal process for assessment of the effectiveness of the Board and the Board Committees as a whole and the contribution by each Director, including the independence of the Independent Non-Executive Director to the effectiveness of the Board and Committees, making reference to the guides available and the good corporate governance compliance. The assessment of the Board and Board Committees is performed on a Board review whilst the assessment of the individual Directors is performed on a peer review basis. Each Director is provided with the assessment forms for their completion prior to the meeting. The results of all assessments and comments by the Directors are summarised and deliberated at the NRC meeting and thereafter the NRC's Chairman will report the results and deliberation to the Board. The annual assessment criteria of the Board and Board Committees and individual Directors were updated to stay aligned with the MCCG practices. The areas covered in the aforesaid annual assessment criteria are as follows:

Evaluation	Assessment Criteria
Board and Board Committees as a whole	• Role of the Chairman and Executive Director • Board balance, size and composition • Board structure and procedures • Relationship of the Board to Management • Quality and supply of information to the Board/Board's Committees • Access to information and advice

	• Accountability for financial reporting, internal control and sustainability risk and opportunities • Relation with Auditors/Shareholders/ Investors • Use of Board Committees • Directors’ training
ARMC	• Composition and quality • Oversight of the financial reporting process, including internal controls • Understanding the business, including risk and control environment • Access to information and advice • Oversight of audit functions • Compliance with corporate governance • External Auditors • Staying abreast on issues • Report and recommendations
Executive Directors	• Financial • Strategic and sustainability • Conformance and compliance • Business acumen/increasing shareholders’ wealth • Succession planning • Personal input to the role
Non-Executive Directors	• Attendance at Board and/or Board Committees’ meetings • Adequate preparation for Board and/or Board Committees’ meetings • Regular contribution to Board and/or Board Committees’ meetings • Personal input to the role

In respect of the annual performance evaluation for the FYE 2025, it was concluded that:

(a) the Board and Board Committees discharged their duties and responsibilities effectively; and
(b) each Director continued to perform effectively and demonstrated commitment to his/her role.

The Board is satisfied with the current evaluation process. The Board will continue to review the Board’s evaluation process as and when necessary to ensure it remains a valuable feedback mechanism for improving the Board's effectiveness.

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

Intended Outcome

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

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

Practice 7.1

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board had established a formal and transparent Remuneration Policy as a guide for the Board and the NRC to determine the remuneration of Directors and/or Senior Management of the Company, which takes into account the demands, complexities and performance of the Company as well as skills and experience required.

The Remuneration Policy is available on the Company's website at www.dgbasia.com.

The remuneration of the Executive Director and senior management is made up of fixed salaries and performance-based incentive components, while the remuneration of Non-Executive Directors consists of Directors' fees and shall not be based on commission, percentage of profits or turnover.

Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>The NRC comprises solely of Non-Executive Directors and its composition is as follows:

<table><tr><th>NRC</th><th>Designation</th></tr><tr><td>Chen Chee Peng</td><td>Independent Non-Executive Director</td></tr><tr><td>Ong Tee Kein</td><td>Independent Non-Executive Director</td></tr><tr><td>Ho Jien Shuing</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>Lim May Sim</td><td>Independent Non-Executive Director</td></tr></table>
The TOR of NRC is accessible on the Company's website at www.dgbasia.com.

The NRC is principally responsible for the development and review of the remuneration policy and packages of Directors, where necessary, and subsequently tables their recommendations to the Board on specific adjustments in remuneration (including fees and benefits) to commensurate the contributions of the Directors.

The NRC is also responsible to ensure that the remuneration package (including fees and benefits) of the Board and the Key Senior Management of the Group are benchmarked with industry standards in light of the Group's performance in the industry.

Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.</td></tr>
<tr><td>Explanation for departure</td><td>:</td><td></td></tr>
</table>

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

Intended Outcome

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

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The detailed disclosure on a named basis for the remuneration of individual Directors for the FYE 2025 is set out below and also in the Corporate Governance Overview Statement of the Annual Report 2025.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Ong Tee Kein	Independent Director	72	Input info here	Input info here	Input info here	Input info here	Input info here	72	72	Input info here	Input info here	Input info here	Input info here	Input info here	72
2	Ho Jien Shiung	Non-Executive Non-Independent Director	65	Input info here	Input info here	Input info here	Input info here	Input info here	65	65	Input info here	Input info here	Input info here	Input info here	Input info here	65
3	Nicholas Wong Yew Khid	Executive Director	130	Input info here	Input info here	Input info here	Input info here	Input info here	130	130	Input info here	240	Input info here	Input info here	30	400
4	Chen Chee Peng	Independent Director	65	Input info here	Input info here	Input info here	Input info here	Input info here	65	65	Input info here	Input info here	Input info here	Input info here	Input info here	65
5	Lim May Sim	Independent Director	65	Input info here	Input info here	Input info here	Input info here	Input info here	65	65	Input info here	Input info here	Input info here	Input info here	Input info here	65
6	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Due to the confidentiality and sensitivity of the remuneration packages of Senior Management as well as security concerns, the Board opts not to disclose the Senior Management's remuneration components on a named basis in the bands of RM50,000. The Board is of the view that the disclosure of the Senior Management's remuneration components on a named basis will not be in the best interest of the Company given that the competitive human resources environment as such disclosure may give rise to recruitment and talent retention issues.	
		As an alternative, the Board is of the view that the disclosure of Senior Management's aggregated remuneration on an unnamed basis in the bands of RM50,000.00 in the Company's Annual Report 2025 is adequate.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application :	Applied	
Explanation on application of the practice :	Mr. Ong Tee Kein is the Chairman of the ARMC whilst the Chairman of the Board has yet to be appointed. The Board will ensure that the new Chairman of the Board, to be appointed in the near future, is separate from the Chairman of the ARMC. This arrangement is intended to enable the Board to review the findings and recommendations of the ARMC independently and without any conflict.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.2
The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Company recognises the importance of maintaining the independence of its external auditors and ensuring that no potential conflict of interest arises. The ARMC currently comprises four (4) members, none of whom were former key audit partners of the Company's external auditors.

In accordance with good governance practices, any candidate who was previously a key audit partner of the Group's external auditors must observe a cooling-off period of at least three (3) years before being considered for appointment to the ARMC. This requirement has been formally incorporated into the Terms of Reference of the ARMC.

For the FYE 2025, none of the ARMC members were former audit partners of the Company.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	The Board had established an External Auditors Assessment Policy set out the guidelines and procedures to be followed by the ARMC in reviewing, assessing and monitoring the suitability, independence and performance of the External Auditors that consider amongst others, the following:- (a) Calibre of the audit firm; (b) Quality of the audit engagement team; (c) Quality of communication and interaction with the audit team; (d) Audit scope and quality processes; (e) Audit governance and independence; and (f) Audit fee. The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors. The ARMC obtained assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. During the FYE 2025, the ARMC had carried out an annual performance assessment of the External Auditors and concluded that the External Auditors were of competence and had provided the necessary quality of service to continue serving the Company and the Group. The ARMC is satisfied with the performance, suitability and independence of the External Auditors of the Company.
Explanation for departure	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome
There is an effective and independent Audit Committee.

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

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The ARMC Chairman, Mr. Ong Tee Kein, is a member of the Malaysian Institute of Accountants. All members of the ARMC have the necessary skills to discharge their duties in accordance with its TOR. The ARMC Chairman and a majority of the ARMC members are financially literate and are able to understand matters under the purview of the ARMC including the financial reporting process.

The Board is satisfied that the ARMC has carried out its functions effectively in ensuring that the Company's financial statements comply with applicable reporting standards and serve as a reliable source of financial information for shareholders and stakeholders.

During the FYE 2025, all ARMC members have undertaken ongoing training and development to keep abreast of the relevant developments in accounting and auditing standards, practices and rules. Details of their training are set out in the Corporate Governance Overview Statement of the Annual Report 2025.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

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

Practice 10.1
The board should establish an effective risk management and internal control framework.

Application :	Applied	
Explanation on application of the practice :	The Board has in place an effective risk management and internal control framework to identify and assess the risks faced by the Group. The Board undertake regular and systematic review of the systems of internal control, risk management process and compliance with the Group's established policies and procedures so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively in the Group. The Board has outsourced the internal audit, risk governance and internal control oversight to an external professional firm. The principal responsibility of this engagement is to undertake regular and systematic review of the systems of internal control, risk management process and compliance with the Group's established policies and procedures so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively in the Group. The Statement on Risk Management and Internal Control is set out in the Annual Report detailing the state and fundamentals of the risk management and internal control systems in the Group as well as the review mechanism of the Board.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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 Board acknowledges that effective risk management and internal control practices are fundamental to maintaining strong corporate governance. It assumes overall responsibility for ensuring that the Group's framework is capable of identifying, evaluating and managing material risks in a structured and consistent manner. The Group has in place an ongoing process for identifying, evaluating and managing significant risks through a framework that includes a reporting structure. The Group's system of internal control is designed to manage and control risks appropriately, rather than eliminate the risk of failure to achieve business objectives. Due to the inherent limitations in all control systems, these control systems can only provide reasonable and not absolute assurance. The full features of the risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 10.3 - 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	:	Please provide an explanation on the adoption.

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 an external professional firm, namely CAS Consulting Services Sdn. Bhd. to maintain independence and attain efficiency in the review and maintenance of the systems of control. The ARMC will review and approve the internal audit engagement to ensure the appropriateness of the audit scope. When reviewing the Internal Audit reports, the ARMC will consider the impact of the audit issues and assess whether Management has provided their comments appropriately reflecting their commitment to the audit recommendations. To ensure that the responsibilities of Internal Auditors are fully discharged, the ARMC evaluates the performance of the Internal Auditors for the financial year ended 31 December 2025 based on the following evaluation criteria as set out in the Internal Auditors' Annual Assessment Form:- (a) Calibre of the internal audit firm; (b) Quality of the internal audit engagement team; (c) Quality of communication and interaction with the internal auditors; (d) Internal audit scope and quality processes; (e) Audit Governance and independence; and (f) Internal audit fee. The internal audit functions and activities carried out during the FYE 2025 are as disclosed in the ARMC Report of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function is outsourced to CAS Consulting Services Sdn. Bhd. ("CAS"), a third party professional internal audit service firm which is independent of the operations and activities of the Group. The engagement team from CAS is free from any relationship or conflict of interest, which could impair their objectivity and independence. Internal Audit function is headed by Mr. Jeremy Kong, a Fellow member of the Association of Chartered Certified Accountants, a respected member of the Institute of Internal Auditor, a member of the Malaysian Institute of Accountants and also an ASEAN Chartered Professional Accountant. The Internal Auditors ensure that its staff are professionally guided and trained to develop the appropriate competencies to perform their duties during the internal audit review. The number of audit staff deployed for each internal audit review ranges from 3 to 4 Internal Auditors per visit. The Internal Auditors make reference to the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors. The ARMC was satisfied with the competency, experience and resources of the internal audit function for discharging their roles and responsibilities. Further details of the internal audit activities are disclosed in the ARMC Report and Statement on Risk Management and Internal Control of the Annual Report 2025.
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Group recognises the importance of providing timely and equitable access to material information for shareholders and investors. The Board ensures compliance with Bursa Securities' disclosure requirements, and through timely and relevant disclosures across various communication channels, the Group maintains transparency and accountability to its stakeholders. Presently, the Board communicates with stakeholders by way of: (a) the Annual Reports and circulars to shareholders, which contains the financial and operational review of the Group's business, corporate information, and financial statements; (b) various announcements made to the Bursa Securities, which include announcements on quarterly results; (c) the Company website at www.dgbasia.com which provides corporate information about the Company and is accessible to the public. The Investor Relations function enhances the communication with its stakeholders and provides a channel for the stakeholders and general public to direct their enquiries and concerns to the Company; and (d) Shareholders' interaction during the general meetings. Where feasible, the Group also provides additional voluntary disclosures. The Group believes that maintaining a high level of transparency and communication is essential to enable shareholders and investors to make well-informed investment decisions.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.2

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

<table>
<tr><td>Application :</td><td colspan="2">Not applicable – Not a Large Company</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

Practice 13.1
Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	The notice of the 18th AGM of the Company held on 24 June 2025 was sent to the shareholders on 30 April 2025, which is more than 28 days prior to the date of the 18th AGM. The notice for convening the 19th AGM of the Company will be issued to the shareholders at least 28 days before the 19th AGM of the Company, which gives shareholders sufficient time to prepare themselves to attend the 19th AGM or to appoint a proxy to attend and vote on their behalf. The notice of general meeting is prepared with clear and comprehensive explanations of the proposed resolutions, together with any relevant information or recommendations where necessary. This ensures that shareholders are given sufficient time and insight to properly evaluate the matters to be tabled and to make informed decisions when exercising their voting rights.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">All Directors of the Company attended the 18th AGM held on 24 June 2025 and Extraordinary General Meetings (“EGMs”) held on 7 January 2025 and 10 November 2025 respectively. The senior management and External Auditors also attended the 18th AGM and EGM physically.

During the proceedings of the 18th AGM and EGMs, the Chairman invited shareholders to raise questions pertaining to the Company’s audited financial statements and the other agenda items tabled for approval at the meetings. All questions raised by the shareholders were answered and addressed accordingly.

All the Directors of the Company will always endeavour to attend all general meetings and will provide meaningful responses to questions addressed to them.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome
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	:	Applied
Explanation on application of the practice	:	The 18th AGM and EGM of the Company were conducted on a hybrid basis with the attendance of shareholders, proxies, and corporate representatives in person at the main venue and virtually. Physical shareholders' participation Shareholders were invited to attend the 18th AGM and and EGM in person at the main venue to exercise their right to attend, participate, and vote at the meeting. Remote shareholders' participation Shareholders were invited to exercise their right to attend, participate and vote at the meeting remotely by using the Online Meeting Platform operated by InsHub Sdn. Bhd. via https://rebrand.ly/DGB-AGM and https://bit.ly/DGB-EGM. Detailed procedures were provided to shareholders in the Administrative Notes. Shareholders who are not able to attend the general meetings, are encouraged to appoint the Chairman or any person(s) as their proxy(ies) to attend, participate, speak and vote at the meetings on their behalf Shareholders will be allowed to cast their vote via an online platform and physically from the time of the meeting until the time when the Chairman of the meeting announces the completion of the voting session.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure :		
Timeframe :		

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

Practice 13.4
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.

<table>
<tr><td colspan="3">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.</td></tr>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Chairman ensures that the general meetings cater to an important opportunity for effective communication with and constructive feedback from the shareholders.

Shareholders were encouraged to submit their questions before the 18th AGM and EGM at https://rebrand.ly/DGB-AGM and https://bit.ly/DGB-EGM or post the questions physically or using the query box facility during the 18th AGM and EGMs. In addition, upon commencement of the 18th AGM and EGMs, the Chairman duly advised the shareholders that they were allowed and encouraged to raise or submit their questions or queries.

The Company facilitates and encourages shareholders participation at the 18th AGM and EGM. These meetings provide an update for shareholders on their performance and offer an opportunity for shareholders to ask questions and vote.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.			
Application	:	Applied	
Explanation on application of the practice	:	The Board has engaged InsHub Sdn. Bhd. ("InsHub") to provide Remote Participation and Voting facilities to conduct its hybrid 18th AGM and EGM. The detailed procedures to participate in the meeting remotely were provided to the shareholders in the Administrative Notes of the 18th AGM and EGM sent through email and by ordinary post and the same was also published on the Company's website. InsHub has in place a meeting platform that allows shareholders to participate online, using a smartphone, tablet or computer as well as view a live webcast of the meeting. As mentioned above, real time submission of typed texts is also available to encourage interactive participation from the shareholders. The high number of questions answered during the meeting had evidenced a successful hybrid basis 18th AGM and EGM with active participation by the shareholders.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.6

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

<table>
<tr><td colspan="4">Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</td></tr>
<tr><td>Application</td><td>:</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2">The minutes of the 18th AGM and EGM were not circulated to the shareholders, however, the Summary of Key Matters Discussed at the 18th AGM was published on the Company's website at www.dgbasia.com.</td></tr>
<tr><td colspan="2">Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2">Please explain the measure(s) the company has taken or intend to take to adopt the practice.</td></tr>
<tr><td>Timeframe</td><td>:</td><td>Choose an item.</td><td></td></tr>
</table>

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

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

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