CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	5345
COMPANY NAME	**:**	Geohan Corporation Berhad
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

Practice 1.1
The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("the Board") of Geohan Corporation Berhad ("Geohan" or "the Company") has overall responsibility for providing strategic direction, effective oversight, and ensuring the sustainable growth and long-term success of the Company and its subsidiaries (collectively referred to as "the Group"). In fulfilling its role, the Board guides the Group in creating sustainable value for its stakeholders while maintaining high standards of corporate governance. Members of the Board are expected to demonstrate sound judgment, strong stewardship, and professionalism, while acting in the best interests of the Group and discharging their fiduciary duties with integrity and accountability. The Group is guided and overseen by a competent and experienced Board, comprising members with diverse expertise, professional backgrounds, and qualifications. In carrying out its leadership and oversight role, the Board undertakes, among others, the following key responsibilities:- (i) Overseeing and evaluating the conduct and sustainability of the businesses of the Group. (ii) Reviewing and adopting the overall strategic direction, business plans, and annual budgets of the Group, including major capital commitments. (iii) Ensuring that the strategic plan of the Company supports long term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability. (iv) Establishing key performance indicators and succession plans.

	(v) Reviewing and approving new ventures, major acquisitions and disposal of undertakings and properties. (vi) Reviewing, challenging, and deciding on management’s proposals for the Company and monitoring their implementation by management. (vii) Supervising and assessing management performance to determine whether the business is being properly managed. (viii) Identifying and understanding the principal risks of the Company’s business and ensuring the implementation of appropriate internal control systems and mitigation measures to manage these risks. (ix) Reviewing the adequacy and integrity of the Group’s internal control systems, risk management, and management information systems. (x) Setting the risk appetite within which the Board expects management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and nonfinancial risks. (xi) Ensuring that key senior management has the necessary skills and experience and there are measures in place to provide for the orderly succession of the Board and key senior management. (xii) Ensuring that the Company has in place procedures to enable effective communication with stakeholders. (xiii) Supervising the creation and execution of the investor relations program or shareholders’ communication policy for the Company to facilitate productive communication. (xiv) Ensuring the Group’s core values, vision and mission and shareholders’ interests are met. (xv) Ensuring all significant systems and procedures are in place for the Group to run effectively, efficiently, and meet all legal and contractual requirements. (xvi) Collaborating with key senior management to establish and maintain effective corporate governance practices, which include ethical, prudent, and professional conduct standards, and fostering a corporate responsibility culture throughout the Group. (xvii) Ensuring the integrity of the Company’s financial and nonfinancial reporting.

	The Board has delegated the day-to-day management and operational responsibilities of the Group to the Managing Director ("MD"), Executive Directors ("EDs"), and the Management team. To support the effective discharge of its duties, the Board has also established and delegated specific responsibilities to the following Board Committees, each operating within their respective Terms of Reference ("TOR"):- (i) Audit and Risk Management Committee ("ARMC"); (ii) Nomination Committee ("NC"); and (iii) Remuneration Committee ("RC"). The Board Committees operate in accordance with their respective TOR and report to the Board on matters deliberated, together with their recommendations. Notwithstanding such delegation, the Board retains ultimate responsibility and authority for all final decisions. In carrying out its fiduciary duties and leadership responsibilities, the Board is guided by the Board Charter, which outlines the principles and governance framework adopted by the Board in the discharge of its roles and responsibilities. The Company has also established a Code of Ethics and Conduct that provides guidance to Directors and employees of the Group in the performance of their duties and in the conduct of daily business activities. The Code of Ethics and Conduct forms part of the Company's Board Charter. The Board Charter and TOR of the respective Board Committees are available on the Company's website at https://www.geohan.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	:	Applied	
Explanation on application of the practice	:	The Board is chaired by Dato' Ir. Dr. Mohd Asbi Bin Othman, who serves as the Independent Non-Executive Chairman. Details of his background and professional experience are provided in the Board of Directors' Profile section of the Annual Report 2025. As Chairman, he provides leadership to the Board and ensures that its meetings and deliberations are conducted in an effective, structured, and constructive manner. In carrying out this role, he promotes open discussion, facilitates effective decision-making, and ensures that the Board functions efficiently in fulfilling its oversight responsibilities. The Chairman also represents the Board in its engagement with shareholders and other key stakeholders, while acting at all times in the best interests of the Group. The specific roles and responsibilities of the Chairman are set out in the Company's Board Charter, which is accessible on the Company's website at https://www.geohan.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 1.3

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

Application	:	Applied
Explanation on application of the practice	:	The roles of Chairman and MD within Geohan are held by separate individuals, ensuring an appropriate segregation of responsibilities at the leadership level of the Company. Dato' Ir. Dr. Mohd Asbi Bin Othman serves as the Independent Non-Executive Chairman, while Mr. Lee Kim Seng holds the position of MD. The separation of these roles supports a balanced distribution of authority and responsibility within the Company, strengthening accountability and preventing the concentration of decision-making power in a single individual. This structure promotes effective governance and enhances the Board's ability to exercise independent oversight of management. The Chairman is responsible for providing leadership to the Board, ensuring its effective functioning, and facilitating constructive discussions and decision-making during Board deliberations. The MD, on the other hand, is responsible for the overall management of the Group's operations, including the implementation of the strategies, policies, and decisions approved by the Board. The detailed roles and responsibilities of the Independent Non-Executive Chairman and the MD are set out in the Company's Board Charter, which is available on the Company's website at https://www.geohan.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 1.4
The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board, Dato' Ir. Dr. Mohd Asbi Bin Othman is not a member of the ARMC, NC and RC 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

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. The Board is supported by two (2) Companies Secretaries who are experienced and 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 Board acknowledges that the Company Secretaries play an important role and will ensure that the Company Secretaries fulfil the functions for which they have been appointed. The Company Secretaries play an important role in facilitating the overall compliance with the Act, Main 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 their roles effectively, the Company Secretaries have been continuously attending the necessary training programmes, conferences or seminars organised by relevant authorities and/or professional bodies to keep themselves abreast with the latest developments in the corporate governance realm and changes in regulatory requirements that are relevant to their profession and enable them to provide the necessary advisory role to the Board. All Directors 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 Disclosure and Continuous Listing Obligations of a Public Listed Company and its Directors, in order to keep the Board abreast of the latest developments in the Listing Requirements and governance matters.

	During the financial year under review, the Board and Board Committees' meetings were properly convened, accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company. Overall, the Board is satisfied with the performance and support rendered by the Company Secretaries and their team to the Board in the discharge of their duties and functions.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :	

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

Practice 1.6
Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application :	Applied
Explanation on application of the practice :	To facilitate effective planning of meetings and to assist Directors in managing their commitments, the Company Secretaries prepare an annual meeting schedule prior to the commencement of each financial year. The schedule outlines the proposed dates for Board meetings, Board Committee meetings, and the Annual General Meeting ("AGM"). It also incorporates the closed periods for trading in the Company's securities by Directors and principal officers, in accordance with the timing of the Company's quarterly financial results announcements. Notices of meetings, together with the relevant agenda and supporting papers, are normally circulated to the Directors at least five (5) business days in advance of the scheduled meeting dates. This practice enables the Directors to review the matters for discussion and ensures they are adequately prepared to participate in deliberations and make well-informed decisions. Between scheduled meetings, matters requiring urgent consideration by the Board or Board Committees may be addressed through specially convened ad hoc meetings or by way of written resolutions. In such instances, the Directors are provided with the necessary supporting documentation to facilitate proper evaluation and informed decision-making. All written resolutions passed by the Board are subsequently tabled for notation at the next Board meeting. The discussions and decisions of the Board and Board Committees are formally documented in the minutes of meetings. Draft minutes are circulated to the Chairman of the Board or the respective Committee Chairman within a reasonable period after the meeting for review. The minutes accurately reflect the key deliberations, conclusions reached, and decisions made, including instances where a Director abstains from participating in deliberation or voting on a particular matter. All records of proceedings and resolutions are maintained at the registered office of the Company. All Directors are provided with timely and unrestricted access to information relating to the Group to enable them to effectively discharge their duties. Where appropriate, Directors may also seek independent professional advice at the Company's expense in the performance of their responsibilities.

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

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	On 29 May 2025, the Board formally adopted the Board Charter, which outlines the roles and responsibilities of the Board, Board Committees, and individual Directors as well as matters and decisions reserved for the Board's consideration. The Board Charter serves as a guiding framework to support the Board in the effective discharge of its fiduciary and leadership responsibilities. It is subject to periodic review and update, as necessary, to ensure alignment with the Group's policies and procedures, the Board's overarching duties, and applicable laws and regulations. The Board Charter is accessible on the Company's website at https://www.geohan.com/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

The 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 Code of Ethics and Conduct, which forms part of the Board Charter, was adopted by the Board on 29 May 2025 and is observed by all Directors, Management, and employees of the Group. It is available on the Company's website at https://www.geohan.com/. The Code sets out the standards of ethical conduct and values expected of Directors and employees at the executive level and above, serving as a guide and reference in the performance of their duties and responsibilities. To ensure its continued relevance and effectiveness, the Board periodically reviews the Code and updates it as necessary to align with evolving business practices and regulatory requirements.	
Explanation for departure	:		
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Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board adopted the Whistleblowing Policy on 29 May 2025 to provide a formal channel for employees of the Group and members of the public to report concerns or disclose any improper conduct within the Group. 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. The Whistleblowing Policy is accessible on the Company's website at https://www.geohan.com/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

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

Application :	Applied
Explanation on application of the practice :	The Board recognises that sustainable development is integral to the Group's business operations and long-term success. This principle guides the Group in adopting responsible and sustainable practices that support its Economic, Environmental, and Social ("EES") development objectives. The Board, together with Management, is responsible for overseeing sustainability within the Company. The Board sets the sustainability strategy and monitors corporate sustainability policies and performance, while Management is responsible for implementing these strategies and achieving key sustainability targets. To promote and embed sustainability across the Group, Management has implemented initiatives aimed at:- • Strengthening financial performance and delivering sustainable returns to stakeholders; • Minimising adverse environmental impact and promoting the conservation of natural resources; and • Developing a capable, diverse, and resilient workforce, while ensuring a safe and healthy workplace. In addition, the ARMC is empowered to assist the Board in monitoring the Group's sustainability implementation and reporting, based on Environmental, Social, and Governance principles. This oversight responsibility is incorporated into the ARMC's TOR.
Explanation for departure :	

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<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>
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</table>

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board recognises that strong relationships with stakeholders are essential to the Company's sustained growth and long-term success. Regular engagement, transparent communication, and constructive feedback from stakeholders play a key role in shaping the Company's strategies, policies, and practices. The Company also promotes open, two-way communication with employees, providing opportunities to share performance updates, discuss growth strategies, and address workplace matters. This approach fosters alignment, engagement, and mutual trust throughout the organisation. Further details on the Company's stakeholder engagement can be found in the Sustainability Statement 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

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 takes proactive steps to remain well-informed and to fully understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities. This is achieved through regular briefings, presentations, and discussions with Management, as well as engagement with external experts when necessary. The Board through the NC reviews the training and development programmes attended by Directors to ensure they are equipped with the knowledge and skills required to oversee the Group's sustainability strategy effectively. The key training programmes attended by each Director during financial year ended 31 December 2025 ("FYE 2025") are set out in the Corporate Governance Overview Statement 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
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 Management collaborate closely in overseeing material sustainability matters, proactively identifying and addressing risks and opportunities that could influence the Group's long-term growth, resilience, and value creation. As part of its governance practices, the Board's performance in guiding the Group's strategic and business initiatives, including those related to sustainability, was evaluated through the annual Board effectiveness assessment for FYE 2025. Through this joint effort, the Board and Management address the Group's key challenges and associated risks, implementing appropriate strategies to manage them effectively and to safeguard sustainable outcomes and returns for stakeholders.	
Explanation for departure :		
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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.

<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 is responsible for ensuring that its composition remains appropriate in terms of size, diversity of skills, experience, and core competencies, as well as maintaining a balanced mix of Executive and Independent Non-Executive Directors. The effectiveness of the Board as a whole, the contributions of individual Directors, and the performance of the Board and its Committees are reviewed on an annual basis.

In line with the recommendations of the Malaysian Code on Corporate Governance, the Board recognises that the tenure of an Independent Director should generally not exceed a cumulative term of nine (9) years. Any decision to retain an Independent Director beyond this period must be justified and approved by shareholders through a two-tier voting process at a general meeting. For FYE 2025, none of the Company's Independent Directors had reached the nine-year threshold.

The re-election of retiring Directors is contingent upon a satisfactory assessment of their performance and contribution to the Board.

In addition, the Company adopted the Directors' Fit and Proper Policy on 29 May 2025 to guide the Board in the appointment, re-election, and evaluation of Directors across the Group. This policy is accessible on the Company's website at https://www.geohan.com/.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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<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 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>The current Board consists of seven (7) members, comprising three (3) Executive Directors and four (4) Independent Non-Executive Directors, as set out in the table below:-

<table>
<tr><th>Name</th><th>Designation</th></tr>
<tr><td>Dato’ Ir. Dr. Mohd Asbi Bin Othman</td><td>Independent Non-Executive Chairman</td></tr>
<tr><td>Lee Kim Seng</td><td>MD</td></tr>
<tr><td>Ir. Oh Chin Wah</td><td>ED</td></tr>
<tr><td>Lee Jie Min</td><td>ED</td></tr>
<tr><td>Datuk Choy Kah Yew</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Serene Hiew Mun Yi</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Soh Eng Hooi</td><td>Independent Non-Executive Director</td></tr>
</table>

The present composition of the Board complies with 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 satisfied 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 rowspan="2">:</td><td></td></tr>
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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	:	Applied	
Explanation on application of the practice	:	There are no Independent Non-Executive Directors serving beyond the cumulative term limit of nine (9) years on the Board of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

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

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

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

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

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

The Board assesses and evaluates potential candidates for Board and senior management positions against a set of predetermined criteria, which include relevant professional skills, industry knowledge, experience, personal qualities such as integrity, and the ability and willingness to discharge their responsibilities effectively. Input may also be sought from Management and shareholders to identify suitable candidates for senior management roles, with the Board reviewing and deliberating on appointments to ensure alignment with the Company's strategic objectives and governance standards.

To support a transparent and rigorous selection process, the Board adopted the Directors' Fit and Proper Policy on 29 May 2025. This policy provides guidance for the appointment and re-election of Directors across the Group and is available on the Company's website at https://www.geohan.com/.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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</table>

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

Practice 5.6
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 Directors is a decision reserved for the Board, following a thorough assessment and recommendation process. Candidates are evaluated against objective criteria to ensure they possess the appropriate skills, experience, and personal qualities required to contribute effectively to the Board. The identification and assessment of potential Directors draw on a wide range of sources, including independent advisors, industry contacts, consultants, and recommendations from existing Board members, Management, or major shareholders. Shortlisted candidates are required to provide detailed information, including academic and professional qualifications, work experience, and prior experience as directors of listed companies, if applicable. The Board ensures that appointments are conducted in a formal and transparent manner, in line with the principles of the MCCG. The Board reviews and deliberates on all appointments, taking into account the desired mix of skills, experience, core competencies, and diversity factors, including gender and industry knowledge. On an annual basis, the Board evaluates the composition and effectiveness of the Board as a whole, including succession planning and maintaining an appropriate balance of expertise and perspectives. The process and criteria for the recruitment and appointment of Directors are guided by the TOR of the NC 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 :		
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The performance of Directors seeking re-election at the Annual General Meeting ("AGM") is reviewed prior to any recommendation for re-election. Following this assessment, the Board determines whether to recommend the retiring Directors to shareholders for approval at the AGM.

Details of the Directors who were due for retirement and offered themselves for re-election, including their profiles and any relevant interests in the Company, are provided in the Board of Directors' Profile section of the Annual Report 2025.

The Board confirmed that it is satisfied with the performance and effectiveness of the retiring Directors who offered themselves for re-election at the Tenth AGM, as noted in the accompanying documentation of the Notice of the Tenth 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 NC is chaired by Ms. Soh Eng Hooi, an Independent Non-Executive Director of the Company. The profile of the Chairperson of the NC 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 :	Applied	
Explanation on application of the practice :	The Board is committed to promoting gender diversity in its composition and has adopted a policy to work towards this objective. In making Board appointments, the Board upholds the principle of equal opportunity by assessing candidates based on skills, experience, core competencies, and other relevant qualities, regardless of gender. As at 31 December 2025, the Board comprises three (3) female directors, representing 42.86% of women representation on the Board.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board formally adopted the Gender Diversity Policy on 29 May 2025, establishing a framework to enhance gender diversity at both the Board and senior management levels. The Company recognises the value of promoting gender diversity and is committed to fostering greater female representation across its leadership positions. While the Policy encourages balanced representation, the Company does not prescribe specific numerical targets for female Directors or senior management, in order to prioritise suitability, competence, and effectiveness in all appointments.	
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.

<table>
<tr><td colspan="2">Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</td></tr>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>
The 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 and the effectiveness of the Board and Committees, making reference to the guides available and the good corporate governance compliance.
The annual evaluation is conducted internally through a formal process. The evaluation involves the Directors completing a set of self-evaluation questionnaires and submitting the results to the NC. The NC would review the result, assess and make recommendations to the Board.
The annual assessment criteria of the Board and Board Committees and individual Directors were updated to stay aligned with the Malaysia Code of Corporate Governance practices. The areas covered in the aforesaid annual assessment criteria are as follows:-
<table>
<tr><th>Evaluation</th><th>Assessment Criteria</th></tr>
<tr><td>Board and Board Committees as a whole</td><td>
Role of the Chairman and MD/ED
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
</td></tr>
</table>
</td></tr>
</table>

	• 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
MD/ED	• 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.

Application :	Applied
Explanation on application of the practice :	The Board adopted the Remuneration Policy on 29 May 2025, which provides guidance for determining the remuneration of Directors and senior management. The Policy considers the Company's operations, the demands of the roles, individual performance, and the skills and experience required to fulfil these responsibilities effectively. The Remuneration Policy is accessible on the Company's website at https://www.geohan.com/. The remuneration structure for the MD, EDs, and senior management comprises fixed salaries and performance-based incentives, designed to align rewards with both individual and Company performance. The remuneration of Non-Executive Directors consists solely of Directors' fees and does not include commissions, profit-sharing, or turnover-based payments. Directors are required to abstain from participating in discussions or voting on matters relating to their own remuneration to ensure impartiality and transparency.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	

Timeframe :		

Intended Outcome

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

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

Practice 7.2

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

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

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

<table>
<tr><th>NC</th><th>Designation</th></tr>
<tr><td>Soh Eng Hooi</td><td>Chairperson, Independent Non-Executive Director</td></tr>
<tr><td>Datuk Choy Kah Yew</td><td>Member, Independent Non-Executive Director</td></tr>
<tr><td>Serene Hiew Mun Yi</td><td>Member, Independent Non-Executive Director</td></tr>
</table>

The TOR of RC is accessible on the Company's website at https://www.geohan.com/.

The RC 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 with the contributions of the Directors.</td></tr>
<tr><td>Explanation for departure</td><td>:</td><td></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td></td></tr>
</table>

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 for each individual Director are set out in the table below and disclosed 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	Dato' Ir. Dr. Mohd Asbi Bin Othman	Independent Director	50	3	-	-	-	-	53	50	3	-	-	-	-	53
2	Lee Kim Seng	Executive Director	-	-	-	-	-	-	-	-	-	600	125	9	30	764
3	Ir. Oh Chin Wah	Executive Director	-	-	-	-	-	-	-	-	-	576	120	17	85	798
4	Lee Jie Min	Executive Director	-	-	-	-	-	-	-	-	-	216	45	-	33	294
5	Datuk Choy Kah Yew	Independent Director	43	3	-	-	-	-	46	43	3	-	-	-	-	46
6	Serene Hiew Mun Yi	Independent Director	36	3	-	-	-	-	39	36	3	-	-	-	-	39
7	Soh Eng Hooi	Independent Director	36	3	-	-	-	-	39	36	3	-	-	-	-	39
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.

<table>
<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">Due to the confidentiality and sensitivity of the remuneration package 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.</td></tr>
<tr><td colspan="2">The Board is of the view that the disclosure of the Senior Management's remuneration components would not be in the best interest of the Company given the competitive human resources environment as such disclosure may give rise to recruitment and talent retention issues. The Board is of the opinion that the disclosure of Senior Management's aggregated remuneration on an unnamed basis in the bands of RM50,000 is adequate, as follows:-

<table>
<tr><th>Range of Remuneration</th><th>Number of Key Senior Management</th></tr>
<tr><td>RM200,001 to RM250,000</td><td>1</td></tr>
<tr><td>RM400,001 to RM450,000</td><td>1</td></tr>
<tr><td>RM450,001 to RM500,000</td><td>1</td></tr>
</table>
</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>

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	:	The ARMC is chaired by Datuk Choy Kah Yew, who is an Independent Non-Executive Director, whereas the Board is chaired by Dato' Ir. Mohd Asbi Bin Othman. This separation of positions is to ensure that the Board's review of the ARMC's findings and recommendations is not impaired.	
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>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">The Company recognised the need to uphold the independence of its external auditors and that no possible conflict of interest whatsoever should arise. Currently, ARMC comprises three (3) members and none of the members were former key audit partners of the external auditors appointed by the Company. The Company will observe a cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the ARMC was a key audit partner of the external auditors of the Group.

The requirement for a former key audit partners of the external audit firm to observe a cooling off period of at least three (3) years before being appointed as a member of the ARMC has been incorporated as part of the TOR of the ARMC which was adopted on 29 May 2025. The TOR of ARMC is available on the Company's website at https://www.geohan.com/.</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
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 which sets 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 covering 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. In addition, the ARMC had received 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. 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, Grant Thorton Malaysia PLT. Having assessed their performance, the ARMC had recommended to the Board, the re-appointment of the External Auditors upon which the shareholders' approval will be sought at the forthcoming AGM of the Company.
Explanation for departure	:	

<table>
<tr><td></td><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 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	All the members of the ARMC are Independent Non-Executive Directors and as such, there is a strong and independent element to provide effective oversight for it to function effectively and exercise objective judgement independently. The composition of the ARMC is as follows:- (a) Datuk Choy Kah Yew (b) Ms. Serene Hiew Mun Yi (c) Ms. Soh Eng Hooi

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 :	Datuk Choy Kah Yew, our ARMC Chairperson, is a Chartered Accountant of the Malaysian Institute of Accountants. 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. They are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to enable them to sustain their active participation during deliberations. The ARMC is committed to stay abreast with the relevant developments in accounting and auditing standards, practices and rules by continuously searching for suitable professional development programmes.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board as a whole is responsible for the overall oversight of risk management in the Group covering the system of risk management and internal control. The Board recognises the importance of a sound risk management framework and internal control system to ensure the assets of the Group and interest of various stakeholders are safeguarded. The Statement on Risk Management and Internal Control is set out in the Annual Report 2025 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. The Board is supported by the ARMC to oversight of the integrity of the accounting and financial reporting for the Group. The key roles and responsibilities of the ARMC in relation to the risk management is set out in its TOR.	
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 recognises that effective risk management and robust internal control practices are essential to upholding strong corporate governance. It holds overall responsibility for ensuring that the Group has a structured and consistent framework to identify, assess, and manage material risks. The Group has implemented a continuous process to monitor and address significant risks, supported by clearly defined reporting lines and governance structures. The internal control system is designed to provide reasonable assurance in safeguarding the Group's assets and supporting the achievement of business objectives. Nevertheless, the Board acknowledges that, due to inherent limitations, no system can completely eliminate all risks or provide absolute assurance against potential failures. A detailed overview of the Group's risk management and internal control framework is provided 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	:	

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	:	In preparation for the listing of the Company on the Main Market of Bursa Securities, the Company had engaged Talent League Sdn. Bhd. ("Talent League"), an independent internal audit consulting firm, as its Internal Control Consultant to review the adequacy and sufficiency of systems, procedures and controls of the Group. Subsequent to the listing exercise, the Board engaged Resolve IR Sdn. Bhd. ("Resolve") to provide the internal audit services for the Group. Resolve reports directly to the ARMC on the adequacy and effectiveness of the risk management and internal control systems of the Group. Save for the Internal Control Review performed in conjunction with the listing exercise, internal audit work has yet to commence, as the Company was only listed on 5 December 2025. The outsourced Internal Control Consultant, KH, was appointed on 23 January 2026.	
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.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>In preparation for the listing of the Company on the Main Market of Bursa Securities, the Company had engaged Talent League, an independent internal audit consulting firm, as its Internal Control Consultant to review the adequacy and sufficiency of internal control and risk management system including procedures of the Group.

Subsequent to the listing exercise, for financial year ending 31 December 2026 the Board engaged Resolve to provide the internal audit services for the Group. The profile of Resolve is set out as follows:-

<table>
<tr><td>Principle Engagement Lead</td><td>:</td><td>Mr. Choo Seng Choon</td></tr>
<tr><td>Qualification</td><td>:</td><td>- Certified Internal Auditor and Chartered Member of the Institute of Internal Auditors
- Fellow Member of the Association of Chartered Certified Accountants, United Kingdom
- Chartered Accountant of the Malaysian Institute of Accountants
- Certified Public Accountant of Malaysian Institute of Certified Public Accountant</td></tr>
<tr><td>Experience</td><td>:</td><td>More than 25 years of experience in risk management, internal audit, corporate governance, performance and business management, IPOs, taxation, corporate finance, and due diligence</td></tr>
</table>
</td></tr>
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<tr><td></td><td><table><tr><td>No. of resources</td><td>:</td><td>Each internal audit review ranges from three (3) to four (4) staff per visit</td></tr></table> Resolve’s engagement team personnel affirmed to the ARMC that in relation to the Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independency. The internal audit review will be guided by in accordance with a recognised framework, which include the Standards in the International Professional Practices Framework issued by Institute of Internal Auditors. </td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="2">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td></td></tr>
<tr><td>Timeframe :</td><td><table><tr><td></td><td></td></tr></table></td></tr>
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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 recognises that transparency and accountability are fundamental to effective communication with shareholders. The Company maintains regular and timely engagement with its shareholders and other stakeholders to keep them informed of the Group's business developments, financial performance, and strategic initiatives. To support this objective, the Board adopted a Corporate Disclosure Policy on 29 May 2025, providing a structured framework for the dissemination of information to stakeholders in a fair, accurate, and timely manner. The Group communicates key information through multiple channels, including quarterly financial results, announcements to Bursa Securities, Annual Reports, press releases, and the Company's website at https://www.geohan.com/. Investor relations activities, such as dialogues, briefings, and discussions with fund managers and analysts, are also conducted to facilitate meaningful engagement with stakeholders. The Company's corporate website features a dedicated Investor Relations section, providing access to relevant information on the Group, including announcements and corporate governance documents. Stakeholders may also contact the Company directly via the provided telephone, fax, or email channels for any queries or concerns.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

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

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The notice for convening the forthcoming Tenth AGM of the Company is issued to the shareholders at least twenty-eight (28) days before the date of the Tenth AGM, which gives shareholders sufficient time to review the Annual Report 2025 and to consider the resolutions for any questions they might wish to raise during the Tenth AGM. 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.

Application	:	Applied	
Explanation on application of the practice	:	The Company was listed on the Main Market of Bursa Securities on 5 December 2025 and the AGM was held before its listing, i.e. on 30 May 2025. The Board will ensure that all Board members, key senior management team, External Auditors and Company Secretaries are present to respond to shareholders' questions during the forthcoming Tenth AGM and any other general meetings.	
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 13.3
Listed companies should leverage technology to facilitate–
- voting including voting in absentia; and
- remote shareholders’ participation at general meetings.

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board will hold the forthcoming Tenth AGM physically and the venue is easily accessible, ensuring convenience for the shareholders attending the meeting.	
		Alternatively, the shareholders who are not able to attend the physical 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.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Practice 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application :	Applied	
Explanation on application of the practice :	The Chairman views general meetings as a vital forum for engaging with shareholders and obtaining valuable feedback on the Company's performance and strategies. At the forthcoming Tenth AGM, shareholders are encouraged to actively participate in the proceedings. The meeting provides an opportunity for the Company to present updates on its business and financial performance, respond to shareholders' questions, and facilitate the exercise of voting rights. Questions submitted by shareholders will be addressed by the Chairman, the MD, or EDs, ensuring transparency and meaningful dialogue.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

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

Intended Outcome

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

Practice 13.6

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

<table>
<tr><td colspan="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 Company was listed on the Main Market of Bursa Securities on 5 December 2025 and its AGM was held before its listing, i.e. on 30 May 2025. Hence, the minutes of the said AGM were not circulated to the shareholders.</td></tr>
<tr><td colspan="2">The Board will make available a Summary of Key Matters Discussed for the forthcoming Tenth AGM on the Company's website at https://www.geohan.com/. The Board considers that this summary provides shareholders with a clear and concise overview of the key discussions and is sufficient to keep them informed.</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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