

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0295
COMPANY NAME : MASTER TEC GROUP 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 of Master Tec Group Berhad ("MTG" or "Company") ("Board") principal role is to effectively promote the best interests of the Company with a view towards enhancing shareholders' and stakeholders' values. In discharging its fiduciary duties and leadership functions, the Board is guided by the Board Charter, which sets out: a. The roles, functions, responsibilities and authorities of the Board, including that of the Board Committees established by the Board; b. The Board size, composition, tenure of the members and the Board policies and processes in respect of its duties, functions and responsibilities; and c. The role and responsibilities of the Chairman, Managing Director, Executive Director and Independent Directors. The Board has reserved a formal schedule of matters for its decision making to ensure that direction and control of the Company and its subsidiaries (collectively to be referred to as the "Group") are firmly in its hands. It has set the strategic direction of the Group, exercised oversight on the management of the Company ("Management") and set the appropriate tone at the top, while providing thought leadership and championing good governance and ethical practices throughout the Group. All the Directors of the Company has objectively discharged their fiduciary duties and responsibilities at all times in the best interests of the Company to oversee the conduct, business activities and development of the Group. To ensure the effective discharge of its function and duties, the primary responsibilities of the Board (but are not limited to) the following: -

➤ **Review of Management's proposals and conduct of the Group's businesses**

It is the practice of the Board to deliberate, review and approve the business proposals and strategic initiatives proposed by the Management.

The Board constantly monitors the implementation of the initiatives, through reporting updates by the Management, to ensure that the Group is aligned with its objectives set.

➤ **Oversight of business operations and performance**

The Management team consists of the following senior management personnel, headed by the MD, Dato' Lau Kim San, who is responsible for the day-to-day management and operations of the Group: -

Name	Designation
Dato' Lau Kim San	Managing Director
Tee Kok Hwa	Chief Executive Officer
Chong Peng Khang	Chief Financial Officer
Mohammad Nazroel Bin Mokhtar	Chief Business Development Officer
Tee Chai Boon	Chief Operation Officer
Wong Li Fun	Financial Controller

The principal responsibilities of the Management team are as follows: -

- developing, co-ordinating and implementing business and corporate strategies for the approval of the Board
- implementing the policies and decisions of the Board
- overseeing the day-to-day operations of the Group
- to participate in various management committees or working committees for the effective discharge of duties and functions

Relevant member(s) of the Management team will be invited to attend the Board and/or Board Committees Meetings to advise and update the Board and/or Board Committees with information, reports, clarifications on the relevant agenda items to be tabled to the Board and/or Board Committees, to keep the Board and/or Board Committees abreast of the latest business activities and development of the Group.

Meanwhile, the Board also assesses Management performance to determine whether the Company's business is being properly managed. The Audit and Risk Management Committee ("ARMC") reviews the Company's quarterly unaudited financial results and

	the Company's business performance in conjunction with the Management's detailed presentation on the financial and business performance of the Company at the ARMC Meeting where the Management will answer questions raised by ARMC members accordingly. ➤ Pursuit of an enhanced corporate governance model The Board had established the following policies to serve as a guide to strengthen the governance of the Company: - (i) Board Charter; (ii) Code of Conduct and Ethics; (iii) Directors' Fit and Proper Policy; (iv) Whistleblowing Policy; (v) Anti-Bribery and Corruption Policy; and (vi) Risk Management and Internal Control Framework. ➤ Establishment of internal control and risk management The Group has established a sound framework for internal controls and risk management to monitor closely on the risk associated with the Company's objectives, which is detailed under Practices 10.1, 10.2, 11.1 and 11.2 of this Report. ➤ Succession planning and continuing development The Board recognises that succession planning is an ongoing process designed to ensure that the Company identifies and develops a talent pool of employees through mentoring, training and job rotation for senior management positions that have become vacant. Key senior management personnels are encouraged to attend continuing development programmes to ensure that they are well equipped with the necessary skills and knowledge to discharge their duties and responsibilities. ➤ Procedures for effective communication with stakeholders The Board is aware of commitment to enhancing long-term shareholders' value through regular communications with all its stakeholders. In ensuring the effective communication with the Company's shareholders and stakeholders, the Board has an "Investors" section in the Company's website at https://mastertec.my. Shareholders may communicate with the Company on investor relation matters by posting their enquiries to the Company through
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the Company's web enquiry form on its website. The Company will endeavour to reply to these enquiries in the shortest possible time.

➤ **Integrity of the Company's financial and non-financial reporting**

The Board ensures that shareholders are presented with a quality, clear, balanced, meaningful assessment of the Company's financial performance and prospects through the issuance of the audited financial statements and quarterly announcements of financial results in accordance with the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on a timely basis and in compliance with the applicable financial reporting standards and corporate law.

During financial year ended 31 December 2025 ("FYE 2025"), Directors had participated in training programmes as follows: -

Name of Director	Training/courses attended
Datuk Saleh Bin Mohd Dom	SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi
Dato' Lau Kim San	SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi
Tee Kok Hwa	SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi
Yee Ying Sung	- Navigating the changes to IFRS in 2024 and Beyond - Ethics – Challenges faced by today's finance and accounting professionals - An introduction to the IFRS Sustainability Standards - Masterclass: The Future of ESG Reporting - IFRS S1 & S2 Reporting: From Standards to Assurance - Combating cyber-enabled fraud for accountants & company secretaries in AML/CFT - Ethics: Non-Compliance with Laws and Regulations - Professional Ethics in Focus 2025 - Climate in ESG: Addressing climate risks and opportunities

		SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi		
	Fong Hui Fong	SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi		
	Hooi Lian Jye	- SSM X IIM: Seksyen 17A Akta Suruhanjaya Pencegahan Rasuah Malaysia 2009 & Tatacara Mencukupi - Board-Ready Women Program 2025		
Explanation for departure	:			
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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 Datuk Saleh Bin Mohd Dom ("Datuk Saleh"), an Independent Non-Executive Chairman of the Company who is responsible for the overall leadership and efficient operation of the Board. The key responsibilities of the Chairman include but not limited to the following: - • demonstrates leadership for the Board in discharging its duties and responsibilities effectively; • leads the Board in the adoption and implementation of good corporate governance practices in the Company; • through the Company Secretaries and the Management, set the board agenda and ensure that Board members receive complete and accurate information in a timely manner; • leads Board meetings and discussions; • encourages active participation and allowed dissenting views to be freely expressed; • manages the interface between Board and the Management and promotes constructive and respectful relationships between Board and the Management; and • ensures appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.
Explanation for departure	:	
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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 Board has a unitary structure where the roles of the Chairman, Managing Director and Chief Executive Officer are separate. The positions of the Chairman, Managing Director and Chief Executive Officer of the Company are held by three (3) different individuals and each has a clear accepted division of responsibilities to ensure that there is a balance of power and authority to promote accountability. The Chairman is responsible for instilling good corporate governance practices and leadership, and for ensuring Board effectiveness. The Chairman leads the Board in its collective oversight of the Management, while the Managing Director has the overall responsibilities over the Group’s operating units, organisational effectiveness and implementation of Board policies and decisions. The Chief Executive Officer oversees and implements the Group’s administration and operational activities and explores new business opportunities for expansion into new market segments. The distinct and separate roles of the Chairman and Managing Director are clearly defined in the Board Charter to ensure that no one individual has unfettered powers of decision-making.	
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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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	Datuk Saleh, the Independent Non-Executive Chairman of the Company does not hold any membership of the Board Committees of the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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 Board is supported by two (2) qualified and competent Company Secretaries who are qualified under Section 235(2)(a) of the Companies Act 2016 ("Act") and registered with the Companies Commission of Malaysia. The Company Secretaries namely, Ms. Yeow Sze Min and Ms. Ng Lee Ying are the external company secretaries from Securities Services (Holdings) Sdn. Bhd. with vast knowledge and experience from being in public practice and is supported by a dedicated team of competent company secretarial personnel. The Company Secretaries support the Board and the relevant Board Committees to ensure their effective functioning in accordance with their terms of reference ("TOR") and best practices, and in managing the corporate governance framework of the Company. The Company Secretaries also advise the Directors on their fiduciary and statutory duties, as well as corporate disclosures and compliances with the Act, the Company's Constitution, the ACE LR of Bursa Securities, the Malaysian Code on Corporate Governance ("MCCG"), adopted policies, and other pertinent regulations governing the Company, including guiding the Board towards the necessary compliances. The Company Secretaries also update the Board on changes in the regulatory requirements to ensure correct procedures are followed and the Company remains compliant with the relevant rules and regulatory requirements. The Company Secretaries are also acting as the official liaison party for the Company to prepare and submit statutory returns to the Companies Commission of Malaysia ("CCM"). They will ensure that any changes in the Company's statutory information will be notified to the CCM in the relevant prescribed forms in a timely manner. The Company Secretaries are responsible in arranging meetings of Directors and shareholders. This involves the preparation of agenda, issuance of proper notices of meetings, and taking and producing minutes to record the business transacted at the meetings and the decisions taken. The Board is also updated by the Company Secretaries on the Directors' Resolutions in Writing passed, Directors' dealings pursuant to Chapter

	14 of the ACE LR of Bursa Securities, announcements made to Bursa Securities and circulars or correspondences from Bursa Securities, where applicable, at every scheduled Board meeting during the financial year. The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, the capital market, corporate governance, and other pertinent matters, and with changes in the same regulatory environment, through continuous training and industry updates. The Board is satisfied with the performance and support rendered by the Company Secretaries and their team to the Board in the discharge of its function, duties and responsibilities.	
Explanation for departure	:	
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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 the Directors' time planning, an annual meeting calendar is prepared in advance before the beginning of the financial year by the Company Secretaries. The calendar provides the Directors with scheduled dates of meetings of the Board and Board Committees as well as the annual general meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers based on the scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein. The notices of the Board and Board Committee Meetings served to the Directors and Board Committee members at least five (5) business days prior to the Board and Board Committee Meetings. Where there were exceptional cases where such notice period could not be provided for the convening of Special or Emergency Meetings of the Board to address critical matters, all Directors had consented to the shorter notice. During the FYE 2025, meeting papers were made available to the Directors via email prior to the Board and Board Committee Meetings to allow for the Directors and Board Committee members to consider the relevant information and raise relevant questions during the meetings. The minutes of the Board and Board Committee Meetings, as recorded by the Company Secretaries, are disseminated to the Directors in a timely manner for review. All Board members reviewed and confirmed the minutes of meetings to ensure they accurately reflect the deliberations and decisions of the Board, including a statement of declaration of interest or abstention from voting and deliberation where required. All the records of proceedings and resolutions passed are kept at the registered office of the Company. For matters which require the Board's decision on an urgent basis outside of Board meetings, board papers along with Directors' Written Resolution will be circulated for the Board's consideration. All written resolutions approved by the Board will be tabled for notation at the next Board meeting.

Explanation for departure		
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Measure		
Timeframe		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has a Board Charter, which is published on the Company's website at https://mastertec.my. The Board Charter clearly sets out the Board's strategic intent and identifies the respective roles and responsibilities of the Board, Chairman of the Board, Independent Director, Managing Director, Company Secretary and Key Senior Management, as well as issues and decisions reserved for the Board, the Board's governance structure and authority, and TOR of the Board and Board Committees. This is to ensure that all the Directors and Key Senior Management acting on behalf of the Company are aware of their duties and responsibilities. The Board Charter and TOR of the Board Committees will be reviewed as and when necessary to ensure they remain consistent with the Board's objectives and responsibilities and reflect the latest compliance requirements as a result of changes in the regulatory framework, and remain relevant at all times. The Board keeps itself abreast of the responsibilities delegated to each Board Committee, and matters deliberated at each Board Committee meeting through the minutes of the Board Committee Meetings and reports by the respective Board Committee Chairman/Chairperson, at Board meetings.
Explanation for departure	:	
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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 Group, its Directors, Management and employees firmly believe in creating a corporate culture to operate the businesses of the Group in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. The Board has formalised ethical standards by establishing a Code of Conduct and Ethics, which outlines the standards of business conduct and ethical behaviour which are set to be adhered to in order to maintain the highest level of integrity and to promote and maintain a uniform ethical conduct within the Group. The Company's Code of Conduct and Ethics covers, among others, the following: • conflict of interest • insider trading • anti-bribery and corruption • trade secrets and confidentiality of information • responsibility to report • protection against unfair dismissal, victimisation or unwarranted disciplinary action • environment, social and governance agenda • misconduct, malpractice and irregularity • reporting and investigations procedure Additionally, the Group is committed towards preserving and protecting its interest and reputation at all times. The Group expects high standards of integrity and accountability from all employees within its Group of Companies. It is also intended to encourage and enable employees and others to raise concerns within the Group prior to seeking resolution outside the Company. The Code of Conduct and Ethics was adopted by the Board on 22 May 2023.

	The said Code of Conduct and Ethics is published on the Company's website at https://mastertec.my .			
Explanation for departure	:			
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Measure	:			
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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 has in place a Whistleblowing Policy which provides an avenue for any Director, officer, employees and members of the public to report genuine concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud and/or abuse. The Whistleblowing Policy outlines the reporting channels and ensures that all concerns are treated in a confidential manner, with appropriate safeguards in place to protect whistleblowers against any form of reprisal or adverse consequences. The ARMC has been tasked with the review of whistleblowing reports either made through the Company following established communication and feedback channels or through any other means. The said whistleblowing policy is published on the Company's website at https://mastertec.my. Employees are made aware that relevant disciplinary actions will be taken for unethical behaviour and gross misconduct. For the FYE 2025, none of the designated persons received any report or concerns vide the communication and feedback channels.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board promotes sustainability through its strategic oversight and integration of sustainability considerations in the decision-making process and operations of the Group. This entails taking a holistic view of how the Company creates value for its shareholders and other stakeholders bearing in mind economic, environmental, social, and governance (“ESG”) factors. The Board also remains cognisant of evolving sustainability-related regulatory requirements and reporting frameworks, including those aligned with the International Financial Reporting Standards Sustainability Disclosure Standards (S1 and S2), and will continue to enhance the Group’s sustainability practices and disclosures accordingly. Please refer to the Sustainability Statement in the Annual Report for further information.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board ensures that the Group's sustainability strategies and risk management processes are communicated effectively to all internal and external stakeholders. The Group engages with internal and external stakeholders through various channels to develop a better understanding of their needs and expectations as below: - • Internal – emails, employee engagement, dialogues, etc; and • External – corporate website, annual report, press releases, general meetings, quarterly financial announcements, etc. The Group discloses its sustainability strategies, priorities, targets as well as performance in the Sustainability Statement of the Annual Report. The Sustainability Statement serves as the primary communication channel for all the Group's stakeholders. Details pertaining to the stakeholders' engagement are available in the Sustainability Statement contained in the Company's 2025 Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	The Board, through the Nomination and Remuneration Committee (“NRC”), assesses the training programmes attended by each Director during the financial year to ensure that the Directors had and will continue to constantly keep themselves abreast on the relevant requirements and matters concerning sustainability, including the latest development in industry as well as the sustainability issues relevant to the Group. The Board is committed to keeping themselves abreast with the latest development in the sustainability issues relevant to the Group by way of formal training sessions, presentation of updates, news, publications from relevant agencies, engagement with external consultants and business associates, structured reading and deliberations during board meetings. The Board will take an appropriate effort to provide stakeholders and the persons in charge to stay abreast with relevant sustainability issues to support the Group’s sustainability strategy.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Board and NRC with the assistance of the Company Secretaries had developed and adopted a set of Board and Board Committees effectiveness evaluation forms that incorporate Economic and ESG goals and objectives, as well as strategic insight provided in addressing material sustainability risks and opportunities. The current performance evaluation for Key Senior Management takes into account progress and performance of material sustainability risks and opportunity of the Company. Moving forward, the Company will take into account the sustainability risks such as health, safety and environmental risks, financial and people development and implement the relevant key performance indicators as part of the yearly performance appraisal.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

The board identifies a designated person within management, to provide 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	:	Adopted
Explanation on adoption of the practice	:	The Company recognises the importance of integrating sustainability considerations into its business operations and long-term strategy. During the FYE 2025, sustainability matters were overseen collectively by Key Senior Management and the Board, in the absence of a formally designated sustainability function. Subsequent to the financial year end and prior to the date of this report, the Company has strengthened its sustainability governance framework through the engagement of GV Bix Advisory as its sustainability consultant and the establishment of a Sustainability Committee, comprising key members of Senior Management. The Sustainability Committee is tasked with overseeing the implementation of the Company's sustainability agenda and ensuring a coordinated and integrated approach in managing ESG matters across all business operations.

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 to oversee and review on an on-going basis, the overall composition of the Board in terms of size, the required mix of skills, experience and other qualities and core competencies for the Directors of the Company. The effectiveness of the Board as a whole and the contribution and performance of each individual Director to the effectiveness of the Board and the Board Committees will also be assessed by the NRC on an annual basis. The Board Charter has clearly stated that the tenure of an Independent Director is limited to nine (9) years and he/she may continue to serve on Board subject to redesignation as Non-Independent Director. If the Independent Director wishes to remain as an Independent Director after serving for a cumulative period of more than nine (9) years, justification from the Board on his/her independence status and shareholders' approval through a two-tier voting process at the annual general meeting are required. The annual re-election of retiring Directors has been contingent on a satisfactory evaluation of the retiring Directors' performance and contribution to the Board.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is led and managed by experienced Board members from diverse backgrounds with a wide range of expertise. The Board comprises a total of six (6) members, of which four (4) members are Independent Non-Executive Directors including the Chairman of the Board, one (1) member is Managing Director and one (1) member is Executive Director and is in compliance with Rule 15.02(1) of the ACE LR of Bursa Securities and Practice 5.2 of the MCCG is applied. The presence of Independent Directors which comprise majority of the Board, is sufficient to provide necessary check and balance on the decision-making process of the Board. This strong and independent element brings an objective and independent judgment to the decision-making process of the Board and is vital to the effective stewardship of the Group. All Directors have distinguished themselves in their field of expertise and have advised the Board in the area of their respective specialty, where this is relevant to the Group’s business activities and strategic development. The Board is of the view that its current size and composition reflects an appropriate balance of Executive and Non-Executive Directors with the desired blend of skills and experience necessary for the Group’s business and operations. The individuality and vast experience of the Directors in arriving at collective decisions at board level will ensure impartiality.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2025, none of the Independent Directors of the Company had served the Board for a cumulative term of nine (9) years.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board is supportive of the Board and Key Senior Management composition diversity recommendation promoted by the MCCG in order to offer greater depth and breadth to Board discussions and constructive debates at senior management level. All Board and Key Senior Management appointments are based on meritocracy, objective criteria, merit and with due regard to the benefits of diversity within the Board. Diversity in this context encompasses a wide range of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge, experience, age, cultural background and gender. The NRC considers the following objective criteria in their nomination and election process: - • Professionalism • Integrity • Time commitment • Ability to discharge functions and responsibilities expected The new appointee will be considered and evaluated by the NRC and the NRC will then recommend the candidate to be approved and appointed by the Board. The Company Secretaries will ensure all appointments are properly documented. No Director appointed to the Group during the FYE 2025, while three (3) Key Senior Management personnel were appointed to the Group during the same period. The Board has in place a Directors' Fit and Proper Policy which sets out the fitness and propriety for the appointment and re-election of the Company's Directors. The Directors' Fit and Proper Policy also ensure each Director has the character, integrity, experience, competence and time commitment to effectively discharge his/her role as a Director of the Company in tandem with good corporate governance practices.

	The Directors' Fit and Proper Policy is available on the Company's website at https://mastertec.my. The Company is an equal opportunity employer and does not practice discrimination of any form, whether based on ethnicity, age, gender, nationality, religious affiliation, education background or marital status, throughout the organisation. The Directors of the Company devotes sufficient time to carry out their duties. All Directors shall, prior to accepting new directorships in other companies, notify the Chairman of the Board and/or the Company Secretaries, and inform them the indication of time that will be spent on the new appointment to ensure that the Director would still have the time to focus and fulfill their roles and responsibilities effectively. The Directors are also required to submit a timely update on their other relevant directorships to the Company Secretaries, who will update the Board. Such information is used to monitor the number of directorships held by the Directors and to notify the CCM accordingly, where required. None of the Directors have directorships in public listed companies that exceeded the maximum limit of five (5) directorships.			
Explanation for departure	:			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <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 NRC is responsible for overseeing the selection and assessment of Directors. The NRC will scrutinise the suitability and qualification of the candidates and recommend the same for the Board’s approval. In discharging this duty, the NRC will assess the suitability of an individual by taking into account the individual’s mix of skill, functional knowledge, expertise, experience, professionalism, integrity and/or other commitments that the candidate can bring to complement the Board. The policies and procedures for recruitment and appointment of Directors are guided by the TOR of NRC. During FYE 2025, there were no new Directors appointed to the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	The details and profiles of Directors are published in the Annual Report as well as the Company's website. These include their age, gender, tenure of service, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in Bursa Securities, if any. The performance of retiring Directors who are recommended for re-election at the forthcoming AGM would be assessed through the Board and NRC evaluation as well as the fit and proper assessment. A statement by the Board and NRC being satisfied with the performance and effectiveness of the retiring Directors standing for re-election at the AGM as well as the justification from the Board to support the re-election of Directors is stated in the Notice of Third AGM of the Company dated 24 April 2026.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NRC is chaired by Ms. Hooi Lian Jye (“Ms. Hooi”) who is an Independent Non-Executive Director. The NRC Chairperson is responsible for the succession planning and appointment of director and oversee the development of a diverse pipeline for board and management succession. The NRC Chairperson is also responsible to lead the NRC to carry out annual review of Board and Board Committees effectiveness, as well as the contribution and performance of each individual Director on an on-going basis and ensuring that the performance of each individual Director is independently assessed.	
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 recognises that a gender-diverse Board could offer greater depth and breadth whilst the diversity at Key Senior Management would lead to better decision-making. For FYE 2025, the Board comprises two (2) female directors, representing 33.33% of women representation on Board, they are Ms. Hooi and Ms. Fong Hui Fong (“Ms. Fong”).	
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 practises non-gender discrimination and endeavours to promote workplace diversity and supports the representation of women in the composition of the Board and Key Senior Management positions of the Company. In pursuing diversity agenda, the measurable diversity objectives set by the Board are to: - • foster an inclusive culture - involving both women and men in fostering an inclusive culture that upholds the central principle of meritocracy. • improve talent management - embedding diversity initiatives into the broader talent management processes in order to support the development of all talent, including an increase of the representation of women in management roles. • develop a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through awareness of the benefits of workforce diversity and successful management of diversity. • create awareness in all employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity. The recruitment and appointment of suitable female representation on the Board will be considered when vacancies arise or suitable candidates are identified in line with the Group's strategic objectives. Presently, there are two (2) female Directors on the Board of the Company namely, Ms. Hooi and Ms. Fong.
Explanation for departure	:	

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

Intended Outcome

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

Practice 6.1

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

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

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	:	There is a formal evaluation process to assess the effectiveness of the Board as a whole. The Board, through the NRC would undertake the following assessments annually and the results of the evaluations are assessed by the NRC and presented to the Board: - (i) Directors' self-assessment; (ii) Board and Board Committees performance evaluation; (iii) Review of the term of office and performance of ARMC and each of its members; (iv) Assessment of Independent Directors. Based on the outcome of the abovementioned assessment conducted by the NRC for the FYE 2025, the Board was satisfied that: - • Individual Directors are able to meet the Board's expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company. • Individual Directors are exercised due care and carried out professional duties proficiently. • The Board and Board Committees had been effective in carrying out their functions and duties. • All Independent Directors had been and remain independent from management and free from any business relationship that could materially interfere with their independent judgement. The independence of the Independent Non-Executive Directors of the Company had been fulfilled in accordance with the ACE LR of Bursa Securities and the Board is confident that there would not be any impediment on their independence in carrying out their duties in respective Board and Board Committees.

	The Board is also satisfied with the level of time commitment given by all the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at the Board meetings during the FYE 2025 as set out in the table below: - <table border="1"> <thead> <tr> <th>Name of Director</th><th>No. of meetings attended</th></tr> </thead> <tbody> <tr> <td>Datuk Saleh Bin Mohd Dom</td><td>6/6</td></tr> <tr> <td>Dato' Lau Kim San</td><td>6/6</td></tr> <tr> <td>Tee Kok Hwa</td><td>6/6</td></tr> <tr> <td>Yee Ying Sung</td><td>6/6</td></tr> <tr> <td>Fong Hui Fong</td><td>6/6</td></tr> <tr> <td>Hooi Lian Jye</td><td>6/6</td></tr> </tbody> </table>		Name of Director	No. of meetings attended	Datuk Saleh Bin Mohd Dom	6/6	Dato' Lau Kim San	6/6	Tee Kok Hwa	6/6	Yee Ying Sung	6/6	Fong Hui Fong	6/6	Hooi Lian Jye	6/6
Name of Director	No. of meetings attended															
Datuk Saleh Bin Mohd Dom	6/6															
Dato' Lau Kim San	6/6															
Tee Kok Hwa	6/6															
Yee Ying Sung	6/6															
Fong Hui Fong	6/6															
Hooi Lian Jye	6/6															
Explanation for departure :																
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																
Measure :																
Timeframe :																

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	In view that fair remuneration is crucial to attract, retain and motivate Directors and Key Senior Management, the Board has adopted a Policies and Procedures for the Remuneration of Directors and Key Senior Management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required to determine the remuneration of Directors and Key Senior Management. The said policies and procedures are available on the Company's website at https://mastertec.my. The NRC, when recommending the remuneration package of the Executive Directors and Key Senior Management, shall be guided by the main components and procedures provided in the Policies and Procedures for the Remuneration of Directors and Key Senior Management. The remuneration of Executive Directors includes salaries, bonuses, allowances and other emoluments. The compensation framework takes into account the performance of each Executive Director and the competitive environment in which the Company operates. The NRC reviews the remuneration packages of the Executive Directors and recommends the same to the Board to ensure their remuneration is sufficiently competitive to attract, retain and motivate them to contribute to the success of the Company. The Executive Directors do not participate in deliberations or decisions regarding their own remuneration. The remuneration of Non-Executive Directors is made up of Directors' fees and other benefits. The level of remuneration for Non-Executive Directors shall reflect the experience and responsibilities undertaken by the Non-Executive Directors. The remuneration of Non-Executive Directors is reviewed by the NRC annually and recommended by the

	Board as a whole,subject to shareholders' approval at general meeting. Each Non-Executive Director shall abstain from all deliberations and voting in respect of their own remuneration at the Board level.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established the NRC that assists the Board in reviewing and recommending the proposed remuneration packages of the Directors of the Company. The NRC also assists the Board to structure and link Directors' remuneration to the strategic objectives of the Company, which rewards contribution to the long-term success of the Company in promoting business stability, sustainability and growth. The NRC is guided by its TOR to discharge their duties appropriately. The following works were undertaken by the NRC relating to its remuneration function during the FYE 2025 and up to the date of this Report: - • Reviewed and recommended to the Board for approval of the remuneration packages of the Executive Directors and Key Senior Management; and • Reviewed and assessed the Directors' fees and the payment of benefits payable to the Directors and recommended the same for the Board for consideration to be recommended to the shareholders for approval during the forthcoming annual general meeting of the Company. The said TOR is available at the Company's website at https://mastertec.my.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The remuneration of individual directors for the FYE 2025 on a named basis with the details of each remuneration component is shown in the following page.

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	Datuk Saleh Bin Mohd Dom	Independent Director	60	7	0	0	0	0	67	60	7	0	0	0	0	67
2	Dato' Lau Kim San	Executive Director	0	0	0	0	0	0	0	0	6	904	793	0	221	1,924
3	Tee Kok Hwa	Executive Director	0	0	0	0	0	0	0	0	6	496	793	0	168	1,463
4	Yee Ying Sung	Independent Director	60	7	0	0	0	0	67	60	7	0	0	0	0	67
5	Fong Hui Fong	Independent Director	60	7	0	0	0	0	67	60	7	0	0	0	0	67
6	Hooi Lian Jye	Independent Director	60	7	0	0	0	0	67	60	7	0	0	0	0	67
7	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
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	:	The Company opts not to disclose the Key Senior Management's remuneration components (salary, bonus, benefits-in-kind and other emoluments) on a named basis as it is not in the best interest of the Company and Key Senior Management personnel to disclosure of their personal data to the public at large. The Company notes the need for corporate transparency in the remuneration of its Key Senior Management, however, given the confidential and commercial sensitivities associated with remuneration matters and the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, such disclosure may be detrimental to the business interests and give rise to recruitment and talent retention issues. Thus, the Company is of the view that the interest of the shareholders will not be prejudiced as a result of the non-disclosure of the Group's Key Senior Management's remuneration who are not directors of the Company. The remuneration of the Key Senior Management personnel, which is a combination of annual salary, bonus and benefits-in-kinds, etc are determined in a similar manner as other management employees of the Group. The basis of determination has been consistently applied and is based on individual performance and the overall performance of the Group. The aggregate remuneration of three (3) Key Senior Management personnel (excluding Executive Directors) for the FYE 2025 was RM914,473.38. The remuneration of Executive Directors has been disclosed separately on a named basis with detailed breakdowns in Practice 8.1 and the 2025 Annual Report, in accordance with the requirements of the MCCG. The Board is of the opinion that disclosure of remuneration of the Directors of the Board by appropriate components and the three (3) Key Senior Management's total combined remuneration package should meet the intended objectives of the MCCG.

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

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 Chairman of the ARMC is chaired by Mr. Yee Ying Sung ("Mr. Yee"), an Independent Non-Executive Director, while Datuk Saleh is the Chairman and Independent Non-Executive Director of the Board. This separation of leadership and responsibility ensures that the objectivity of the Board's review of the ARMC's findings and recommendations are not impaired. This separation is set out clearly in the TOR of the ARMC. Mr. Yee is responsible to ensure the overall effectiveness and independence of the ARMC. Together with other members of the ARMC, they had ensured amongst others that – (a) the ARMC is fully informed about significant matters related to the Group's audit and its financial statements and these matters are addressed; (b) the ARMC appropriately communicates its insights, views and concerns about relevant transactions and events to Internal and External Auditors; (c) the ARMC's concerns on matters that may have an effect on the financial or audit of the Company are communicated to the External Auditors; and (d) there is co-ordination between Internal and External Auditors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC has adopted the Policies and Procedures to Assess the Suitability, Objectivity and Independence of External Auditors, that requires a cooling-off period of at least three (3) years to be observed by the former partner of the external audit firm of the Company before being appointed as a member of the ARMC. This is to safeguard the independence of the audit and preparation of the Company's financial statements. None of the members of the Board were former key audit partners of the Company. As a matter of practice, the ARMC has recommended to the NRC not to consider any key audit partner as a potential candidate for Board/ARMC member to affirm the ARMC's stand on such policy.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	In recommending the appointment or re-appointment of the External Auditors to the Board, the ARMC has established Policies and Procedures to Assess the Suitability, Objectivity and Independence of External Auditors ("Policies and Procedures") that consider amongst others: - (a) the competence, audit quality, experience and resource capacity of the External Auditors and its staff assigned to the audit; (b) the audit firm's other audit engagements; (c) the adequacy of the scope of the audit plan; (d) the External Auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan; (e) the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and (f) obtaining 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 assessment to consider the suitability, objectivity and independence of the audit firm is conducted annually. In Crowe Malaysia PLT ("Crowe")'s reports on its audit plan and audit findings, Crowe provided its assurance to the ARMC that they were, and had been, independent through the conduct of the audit engagement in accordance with By-Laws of the Malaysian Institute of Accountants. The ARMC was of the view that Crowe, the External Auditors, had conducted itself objectively and independently in carrying out the audit of the Company during the FYE 2025, and the ARMC was satisfied with Crowe's technical competency and had recommended to the Board the re-appointment of Crowe as External Auditors of the Company. The Board had in turn, recommended the same for shareholders' approval at the AGM of the Company.

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	For the FYE 2025, the ARMC comprises solely of the following Independent Directors in line with Practice 9.4 of the MCCG: - • Mr. Yee Ying Sung – Chairman • Ms. Fong Hui Fong – Member • Ms. Hooi Lian Jye – Member

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	:	All members of the ARMC are financially literate and are able to understand the Company's business and matters under the purview of the ARMC including the financial reporting process. They have continuously applied a critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenged Management's assertions on the Company's financials. Any inconsistencies or irregularities in the financial and operational reports would be questioned to ascertain that the Quarterly Report and the annual Audited Financial Statements taken as a whole provide a true and fair view of the Company's financial position and performance. All members of the ARMC have also undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules, as and when required.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a risk management and internal control framework to identify and assess risks and monitor of internal controls to mitigate and control business risks. The Board acknowledges that the Group's business activities involve some degree of risks and key management staff and Heads of Department are responsible for managing identified risks within defined parameters and standards. The ARMC oversees the risk management and internal control framework of the Company. The Statement on Risk Management and Internal Control is set out in the Annual Report provides an overview of the internal control within the Group for the financial year under review.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	The Board via the ARMC oversees the risk management of the Group. The ARMC, with the assistance of the Management team, assesses the risk tolerance of the Group, identifies the risk issues faced by the Group and takes appropriate actions to manage the identified risks within defined parameters. The Company has Internal Auditors to provide independent assessments on the adequacy, efficiency and effectiveness of the Company's internal control system. The Internal Auditors reports directly to the ARMC and internal audit plans are tabled to the ARMC for review and approval to ensure adequate coverage. The risk management and internal control are ongoing processes, which are undertaken at each department. The Group will continuously enhance the existing system of risk management and internal control by taking into consideration the changing business environment. The review and periodic testing of the Company's internal control and risk management framework are conducted as and when required. Further details on the features of the risk management and internal control framework, and the adequacy and effectiveness of this framework, are disclosed in the Statement on Risk Management and Internal Control in the Annual Report.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit function of the Company is carried out by an outsourced professional service firm, NeedsBridge Advisory Sdn. Bhd. (“NeedsBridge”) that assist the ARMC and the Board in managing the risks and establishment of the internal control system and processes of the Company by providing an independent assessment on the adequacy, efficiency and effectiveness of the Group’s risk management and internal control system and processes. The Internal Auditors reports directly to both the ARMC and the Board. The Internal Auditor is accountable to provide independent and objective assurance, together with necessary recommendations to improve the Group’s operational efficiency. As such, the Internal Auditor performs regular reviews of the Group’s operations twice a year with a systematic risk-based approach in accordance with the approved internal audit plan. In order to ensure the effectiveness of the Internal Auditors, the ARMC is authorised to have full and unrestricted access to all information and resources of the Group, which are deemed necessary for the appropriate conduct of internal audit review. The Internal Audit Plan (“IAP”) was tabled to ARMC and approved during the ARMC meeting. The objective of the internal audit cycles as per the IAP is to identify operational weaknesses and/or areas of improvement, along with the corresponding root-cause analysis and proposed recommendations. Management shall then assist the ARMC by implementing the relevant corrective actions recommended by Internal Auditors within the stipulated time. Follow-up review will be performed by Internal Auditors to ensure that necessary controls are adequately put in place, and the Group’s operations are improved. The ARMC is responsible for the appointment and assessment of the Internal Auditors by considering the adequacy of the internal audit work scope, the Internal Auditors’ competency, expertise and resources, as well as the Company’s budget for appointing outsourced Internal Auditors. Further details of the internal audit function are set out in the Statement on Risk Management and Internal Control and the ARMC Report in the Company’s Annual Report.

Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied															
Explanation on application of the practice	:	The Company appointed an outsourced internal audit service provider, NeedsBridge to carry out the internal audit function. The Board understands that the internal audit function provides the Board, through the ARMC, reasonable assurance of the effectiveness of the system of internal control in the Group. The internal audit function is independent and performs audit assignments with impartiality, proficiency and due professional care. The profile of NeedsBridge is set out as follows: - <table><tr><td>Date of Appointment</td><td>:</td><td>21 February 2024</td></tr><tr><td>Principal Engagement Lead</td><td>:</td><td>Mr. Lau Min Wei, Andrew <i>Director</i></td></tr><tr><td>Qualification</td><td>:</td><td>CPA (Aust), CA(M), CMIIA</td></tr><tr><td>Experiences</td><td>:</td><td>>15 years</td></tr><tr><td>Number of resources</td><td>:</td><td>18-20 personnel</td></tr></table> For FYE 2025, NeedsBridge’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 outsourced internal audit performs their work by referring to a recognised framework, such as the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors.	Date of Appointment	:	21 February 2024	Principal Engagement Lead	:	Mr. Lau Min Wei, Andrew <i>Director</i>	Qualification	:	CPA (Aust), CA(M), CMIIA	Experiences	:	>15 years	Number of resources	:	18-20 personnel
Date of Appointment	:	21 February 2024															
Principal Engagement Lead	:	Mr. Lau Min Wei, Andrew <i>Director</i>															
Qualification	:	CPA (Aust), CA(M), CMIIA															
Experiences	:	>15 years															
Number of resources	:	18-20 personnel															
Explanation for departure	:																

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

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board believes that a constructive and effective investor relationship is essential in enhancing shareholder value. The Board, in its best efforts, always keeps the shareholders and various stakeholders informed of the Company's business and corporate developments and ensures that the Company's communication with them is transparent and timely. Announcements, news, promotions and all relevant updates are posted on the Company's website regularly. Shareholders may also communicate with the Company on investor relations matters by posting their enquiries through the Company's web enquiry form on its website. The Company will endeavour to reply to these enquiries in the shortest possible time. The Board is also mindful of the disclosure obligations as stipulated in the ACE LR of Bursa Securities and strives to ensure compliance at all times, assisted by the Company Secretaries. The Board endeavours to provide timely and accurate disclosure of all material or price sensitive information of the Company to shareholders and investors and may provide additional disclosure of information on a voluntary basis, where possible and applicable, as soon as practicable through various appropriate channels and announcements made to Bursa Securities. The Board ensures that all material information and corporate disclosures are discussed with the Management prior to dissemination to ensure compliance with the ACE LR of Bursa Securities. In deciding on the necessary disclosures and announcements, the Board is also guided by Bursa Securities' Corporate Disclosure Guide as published by Bursa Securities from time to time, and assisted by the Company Secretaries. All public announcements are electronically published and can be accessed publicly at Bursa Securities' website at www.bursamalaysia.com or the Company's website at https://mastertec.my. Besides that, the Annual Report to shareholders, is also one of the main channels of communication between the Company and its shareholders and stakeholders. The Annual Report, which is prepared in accordance with the requirements of the ACE LR of Bursa Securities, communicates comprehensive information of the financial results and activities

	undertaken by the Company. All information to shareholders is available electronically as soon as it is announced or published. Another key avenue of communication with its shareholders is the Company's AGM, which will provide a useful forum for dialogue with shareholders where they may raise questions or seek clarifications on the Company's business and reports from the Company's Directors.			
Explanation for departure	:			
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>				
Measure	:			
Timeframe	:	<table border="1"> <tr> <td></td> <td></td> </tr> </table>		

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has served all shareholders at least twenty-eight (28) days’ notice before the date of the Second AGM last year. In line with Practice 13.1, the notice of the Third AGM was also provided to shareholders at least twenty-eight (28) days’ notice before the date of the Third AGM this year. The Notice of AGM provides a detailed explanation for the resolutions proposed along with any background information and reports or recommendation that are relevant, where required and necessary, to enable shareholders to make informed decisions in exercising their voting rights.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	All the Directors of the Company attended the Company’s Second AGM held on 20 May 2025, and engaged with the shareholders proactively.	
		All the Directors of the Company have and will always endeavour to attend all general meetings.	
		The proceedings of the general meetings included a question-and-answer session, invited shareholders to raise questions before putting resolutions to vote.	
		The Board ensured that sufficient opportunities were given to shareholders to raise issues relating to the resolution to be put for voting and adequate responses were given.	
		The Chairman/Chairperson of the Board Committees were also readily available to address the questions posted by the shareholders at the general meetings.	
		In addition to the above, members of the Key Senior Management, External Auditors and Sponsor have also attended the general meetings to respond to the shareholders’ queries, if any.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	Although the Board recognises the importance of leveraging on technology to facilitate remote shareholders' participation and voting on all resolutions via remote participation and voting facilities, but after due considerations, the Company has conducted its Second AGM physically on 20 May 2025.
	:	Even though the Company will conduct its Third AGM on 25 May 2026 at a physical venue, shareholders will be allowed to vote in absentia by way of appointing the Chairman of the AGM as their proxy to vote on their behalf by submitting their proxy form with pre-determined voting instructions for the Chairman to vote for and on their behalf.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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 of the Board would ensure that sufficient opportunities will be given to shareholders to raise issues relating to the affairs of the Company by providing ample time for the question-and-answer session during the general meetings. The Directors of the Company would endeavour to respond to relevant questions addressed to them during the general meetings of the Company. The representative of the external auditors and Sponsor will also be attended and participated in the general meetings of the Company to respond to the queries raised by the shareholders. During the Second AGM held in FYE 2025, physical general meeting provided an effective and interactive platform of communication between the Board and the shareholders. Sufficient time was allocated for the shareholders attended physically to the Second AGM to pose questions to the Board of the Company directly and openly. During the Second AGM, all relevant questions (if any) raised in relation to the agendas of the general meeting were answered by the Directors of the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

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.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the Second AGM and the outcome of the voting results, were made available to the shareholders no later than thirty (30) business days after the Second AGM of the Company at the Company’s website at https://mastertec.my .
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

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

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

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