# CORPORATE GOVERNANCE REPORT

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| **STOCK CODE** | **:** | 0271 |
| **COMPANY NAME** | **:** | Wellspire Holdings Berhad |
| **FINANCIAL YEAR** | **:** | December 31, 2025 |

**OUTLINE:**

**SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE**
*Disclosures in this section are pursuant to Rule 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 Rule 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.

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| **Application** | : | Applied |
| **Explanation on application of the practice** | : | Wellspire Holdings Berhad ("the Company" or "Wellspire") is led by a skilled and experienced Board of Directors ("the Board"), which is responsible for overseeing the management and operations of the Company and its subsidiaries ("the Group").<br><br>The Board is guided by its Board Charter in fulfilling its fiduciary duties and responsibilities. The Charter provides a clear and structured framework covering, among other things:<br><br>• the composition of the Board;<br>• the roles and responsibilities of the Board, including a formal schedule of matters reserved for the Board's decision;<br>• the delegation of authority to the various Board Committees; and<br>• Board practices relating to meetings, the Whistle-Blowing Policy, Anti-Bribery and Anti-Corruption Policy, Code of Conduct and Ethics, and Directors' Fit and Proper Policy.<br><br>To effectively discharge its stewardship role, the Board has established three Board Committees: the Audit Committee ("AC"), the Nominating and Remuneration Committee ("NRC"), and the Risk Management Committee ("RMC"). These committees support the Board in fulfilling its fiduciary duties by overseeing specific areas of responsibility, each governed by its own Board-approved Terms of Reference ("TOR"). The committees report their findings and recommendations to the Board, which retains ultimate responsibility for all decisions.<br><br>The Board Charter and TOR for all Board Committees are published on the website of the Company at https://www.wellspireholdings.com. |

<table>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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<tr><td>Measure :</td><td colspan="2"></td></tr>
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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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Chairman of the Board is Yang Mulia ("YM") Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah, an Independent Non-Executive Chairman. His profile is available on page 11 of the Company's Annual Report.<br><br>The responsibilities of the Chairman, amongst others, are as follows:<br><br>• setting the Board agenda and ensuring that the Board members receive complete and accurate information in a timely manner;<br>• leading the Board in establishing and monitoring good corporate governance practices in the Group;<br>• leading Board meetings and discussions and acting as a facilitator at Board and ensuring appropriate level of interaction among Board members; and<br>• representing the Board to shareholders and ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.<br><br>The detailed roles and responsibilities of the Chairman of the Board are stated in the Board Charter, which is published on the website of the Company at https://www.wellspireholdings.com and is subject to periodic review.</td></tr>
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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 1.3**
The positions of Chairman and CEO are held by different individuals.

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| **Application** : | Applied | |
| **Explanation on application of the practice** : | The roles of Chairman and CEO are separated and held by different individuals to ensure accountability and maintain a balance of power and authority, preventing any single person from having unchecked decision-making control.<br><br>The Chairman of the Company is YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah, an Independent Non-Executive Chairman, whilst the CEO is Mr. Mo Guopiao.<br><br>The details of the roles and responsibilities of the Chairman and the CEO are specified in the Board Charter, which is available on the website of the Company at https://www.wellspireholdings.com and is subject to periodic review. | |
| **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 1.4**
The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<table>
<tr><td colspan="4">Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</td></tr>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">The Board Chairman is YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah, an Independent Non-Executive Chairman. He is not a member of any Board Committees and does not attend their meetings.<br><br>The Company's Terms of Reference (TOR) for each Board Committee specify that the Chairman should not participate in any of the Committees to maintain checks and balances and ensure objective reviews by the Board.</td></tr>
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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 1.5**
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.

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| **Application** | : | Applied |
| **Explanation on application of the practice** | : | The Board is assisted by two qualified and experienced Company Secretaries: Tan Bee Hwee (MAICSA 7021024 & SSM Practicing Certificate No. 202008001497) and Lim You Jing (MAICSA 7075638 & SSM Practicing Certificate No. 202108000369). Both hold the requisite qualifications to serve as Company Secretary under Section 235(2) of the Companies Act 2016 and are committed to ongoing professional development.<br><br>The Company Secretaries are responsible for preparing agendas for Board and Board Committee meetings, collating and circulating the relevant documents, ensuring adherence to Board procedures, and providing guidance on regulatory compliance and corporate governance matters. In setting the agendas for upcoming meetings, the Chairman and committee chairs work closely with the Company Secretaries to ensure that information presented to the Board is timely, comprehensive, and conducive to meaningful deliberation, without being unnecessarily burdensome. All materials are to be presented in a clear and concise format, supported by appropriate documentation.<br><br>The Company Secretaries also coordinate induction programmes for incoming Directors, facilitate ongoing training and development as required, and manage communications with shareholders, including the organisation of the Annual General Meeting. They are further responsible for ensuring that minutes of all Board meetings are properly recorded and that accurate records are maintained at all times.<br><br>All Directors have unrestricted access to the advice and services of the Company Secretaries. The Board is kept regularly informed of relevant laws, regulations, and any amendments thereto, as well as directives issued by regulatory authorities.<br><br>The appointment and removal of the Company Secretaries are subject to Board approval.<br><br>The roles and responsibilities of Company Secretaries are set out in the Board Charter, which is accessible on the Company's website at https://www.wellspireholdings.com. |
| **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 1.6**
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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Board Charter stipulates that the notice of Board Meetings, along with a detailed agenda and supporting Board Papers, should be provided at least 5 business days before each meeting, giving Directors ample time to review the materials. Directors are expected to review the Board Papers at least 5 business days in advance to ensure productive discussions during the meeting.<br><br>The minutes will document the proceedings, key issues, questions or responses, members' suggestions, and the decisions made, including any instances where a Director has abstained from voting or deliberating on a specific matter, along with the reasoning behind those decisions. The meeting minutes are promptly distributed to all Board members. | |
| **Explanation for departure** | : | | |
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Board Charter adopted by the Board acts as a key reference and guide, outlining the Board's role, functions, composition, operations, and processes. It includes a schedule of matters that are specifically reserved for the Board's decision-making.<br><br>Additionally, the Board Charter defines the roles of the Chairman, Chief Executive Officer, Company Secretary, as well as the Executive and Non-Executive Directors.<br><br>The Board Charter is reviewed by the Board whenever necessary to ensure it aligns with all relevant laws, rules, and regulations from regulatory authorities, and remains consistent with the Board's policies and procedures. The Board Charter is available on the Company's website at https://www.wellspireholdings.com. | |
| **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.

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| **Application** | : | Applied |
| **Explanation on application of the practice** | : | The Company has in place a Directors' Code of Conduct and Business Ethics ("Codes") for its Directors, management, and employees of the Group ("Parties"). The purpose is to guide them in fulfilling their duties and responsibilities. The Codes will assist these Parties to identify and address ethical issues while fostering a corporate culture that promotes ethical conduct throughout the Group.<br><br>The Codes encompasses, amongst others, issues such as conflict of interest, proper use of the Group's assets and properties, confidentiality of information, anti-money laundering, and prohibited activities or misconduct.<br><br>The Board has also implemented the Anti-Bribery and Anti-Corruption Policy ("ABC Policy") and the Whistleblowing Policy & Guidelines, both of which aim to promote good business practices, ethical behaviour, and a healthy corporate culture within the Company.<br><br>The Codes are reviewed from time to time to ensure that it remains relevant and effective. The Codes are available at the website of the Company at https://www.wellspireholdings.com. |
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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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Company has formalised a Whistleblowing Policy & Guidelines Document ("Whistleblowing Policy") which is available on the website of the Company at https://www.wellspireholdings.com.<br><br>The Whistleblowing Policy offers a structured process for employees, directors, and associates ("reporting individuals") to report suspected or known misconduct, wrongdoing, corruption, fraud, waste, or abuse involving the Company's resources. It ensures that those who report in good faith will be protected from retaliation or victimisation.<br><br>The Whistleblowing Policy will be reviewed annually by the Executive Director, Chief Executive Officer, and Management to ensure it remains aligned with Wellspire's business environment, as well as relevant standards and laws. | |
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**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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Company has made efforts to enhance the Group's sustainability initiatives by improving its sustainability practices and developing policies in critical areas. The Board is mindful of the upcoming mandatory sustainability disclosure standards for ACE market-listed companies, which will take effect in 2027. In preparation of the enhanced sustainability disclosure regulations, the Board is reviewing the necessary steps to align the Company's disclosures with Malaysia's NSRF and the eventual adoption of the IFRS S1 (General Requirements of Sustainability-related Financial Information) for Disclosure and S2 (Climate-related disclosures) disclosures</td></tr>
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | In FYE 2025, the Company continued to strengthen its sustainability practices by refining the management and enhancing processes for data collection, and introducing relevant policies.<br><br>The Company's adoption of a Sustainability Policy demonstrates its commitment to integrate sustainability initiatives across the Group. The Sustainability Policy is available on the Company's website at https://www.wellspireholdings.com. | |
| **Explanation for departure** | : | | |
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Board is kept abreast of the Group's sustainability efforts at Board meetings by the CEO.<br><br>The Company Secretaries will also update the Board on the changes of the AMLR upon receiving the circulars from Bursa Securities, which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues. | |
| **Explanation for departure** | : | | |
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| **Measure** | : | | |
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**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.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">Sustainability was a key area of evaluation in the Company's 2025 Board Annual Assessment. The Board of Directors expressed satisfaction with how it managed sustainability matters, opportunities, and challenges.<br><br>During the assessment, the Board, with input from the Nomination and Remuneration Committee ("NRC"), reviewed the performance of individual Directors in relation to sustainability issues. The Board was pleased with its responsibilities in addressing sustainability matters but acknowledged the need for greater focus on effectively communicating sustainability strategies, priorities, and goals to both internal and external stakeholders. The Board recognises the need to invest more time and resources moving forward to meet sustainability requirements.</td></tr>
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**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.* | | |
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| **Application** | : | Not Adopted |
| **Explanation on adoption of the practice** | : | |

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

**Practice 5.1**
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The NRC is responsible for annually reviewing the required mix of skills, knowledge, qualifications, experience, and other necessary qualities of Directors through the annual evaluation of the Board's overall effectiveness, its committees, and the contributions of each individual Director. This role, among others, is outlined in the NRC's Terms of Reference (TOR), which can be found on the Company's website at https://www.wellspireholdings.com.<br><br>For the re-election of directors, the NRC evaluates the candidate's independence in line with the AMLR, their time commitment, potential contributions, and whether they meet the criteria set out in the Directors' Fit and Proper Policy, which is available on the Company's website at https://www.wellspireholdings.com.<br><br>The NRC will recommend to the Board the re-election of directors who retire by rotation under Article 77(2) & (5) of the Company's Constitution, as well as the re-appointment of directors who retire in accordance with the relevant provisions of the Companies Act 2016. The NRC will ensure that the annual re-election of a Director is based on a positive assessment of the Director's performance and contributions to the Board. | |
| **Explanation for departure** | : | | |
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| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Board currently consists of seven (7) members, including three (3) Executive Directors and four (4) Independent Non-Executive Directors. The majority of the Board is made up of Independent Non-Executive Directors, ensuring the Company complies with Rule 15.02 of the AMLR, which requires that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, comprises of Independent Directors. | |
| **Explanation for departure** | : | | |
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Company was officially listed on the ACE Market of Bursa Securities on 16 January 2023.<br><br>As at to date, none of the Independent Directors has served on the Board for more than a cumulative period of nine (9) years. | |
| **Explanation for departure** | : | | |
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| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
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**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.

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| *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.

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| **Application** | : | Applied |
| **Explanation on application of the practice** | : | The Board, with the support of the NRC, is dedicated to ensuring that both the Board and the key senior management team are sufficiently diverse and well-balanced.<br><br>When recommending suitable candidates for Director positions, the NRC will evaluate and ensure that the candidates meet all the fit and proper criteria, which will be based on, at a minimum, the following:<br><br>a) Character and integrity<br>• Probity<br>• Personal integrity<br>• Financial integrity<br>• Reputation<br><br>b) Experience and competence<br>• Qualifications, training and skills<br>• Relevant experience and expertise<br>• Relevant past performance or track record<br><br>c) Time and commitment<br>• Ability to discharge role having regard to other commitments<br>• Participation and contribution in the Board or track record<br><br>The Board has adopted the Directors' Fit and Proper Policy on 18 May 2022 which is made available on the Company's website at https://www.wellspireholdings.com. |
| **Explanation for departure** | : | |
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**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.

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| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The Board, with the assistance of the NRC, is responsible for conducting the fit and proper assessment before appointing any candidate as a Director or recommending the re-election of an existing Director. The NRC will propose to the Board the re-election of directors who retire by rotation in accordance with the Company's Constitution and the re-appointment of directors who retire under the relevant provisions of the Companies Act 2016. The NRC will ensure that the annual re-election of a Director is based on a positive evaluation of the Director's performance and contributions to the Board.<br><br>The NRC followed the nomination process and criteria as stated in the TOR of NRC. | |
| **Explanation for departure** | : | | |
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**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.

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| **Application** : | Applied | |
| **Explanation on application of the practice** : | The Directors' age, gender, interests, qualifications, positions, work experience, and occupations are outlined in the Profile of Directors section of the Annual Report.<br><br>The Board's statement and rationale supporting the re-election of the Directors can be found in Practice 5.1 and the Corporate Governance Overview Statement included in the Annual Report.<br><br>Decisions regarding the appointment of directors are communicated to shareholders through formal disclosures to Bursa Malaysia and are mirrored on the corporate website. | |
| **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 5.8**
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 Yang Shing Sing, an Independent Non-Executive Director. | |
| **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** | : | Presently, the Board comprises three (3) female Directors, namely Ms. Saranjit Wang, Ms. Fazidah Bt Zakaria and Ms. Yang Shing Sing. This exceeds the required 30% women representation 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 5.10**
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 Company has implemented a Diversity Policy and, through its NRC, will regularly assess the Board's composition to ensure and maintain diversity (including gender diversity) within both the Board and the Group's workforce.<br><br>Details of the Company's gender diversity policy for the Board and workforce are outlined in the Corporate Governance Overview Statement of the Annual Report. | |
| **Explanation for departure** | : | | |
| | | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
| **Timeframe** | : | | |

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

**Practice 6.1**
The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

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

| | |
|---|---|
| *Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.* | |
| **Application** : | Applied |
| **Explanation on application of the practice** : | The NRC carried out an annual assessment of the overall effectiveness of the Board, the effectiveness of the Board Committees, the contributions of each Director and AC member, the independence of each Independent Director, and the Skills-Set Requirements of the Board for the FYE 2025.<br><br>The assessment criteria and outcomes are summarised below: |

| Evaluation | Summary of Findings |
|---|---|
| Board effectiveness as a whole | The overall effectiveness of the Board was rated as “excellent”. The Board will look into the areas of improvement suggested by its members. |
| Individual Director Self & Peer Evaluations | Overall, the Board Members performed “excellent” for the FYE 2025. Areas identified for improvement, as well as to support the justifications for Directors’ re-appointment, include but are not limited to contribution to interaction, quality of input, and understanding of their roles. |
| Board Committee effectiveness | All Board Committees received an “excellent” rating where the duties specified under the Terms of Reference of each Board |

| | | |
|---|---|---|
| | | Committee were carried out effectively. |
| | AC Members' Self and Peer Evaluation | The AC members had performed "excellent" for the FYE 2025. They possess the appropriate level of knowledge, skills, experience and commitment, and have effectively discharged their responsibilities in overseeing the Company's financial reporting process, internal controls, risk management and governance. |
| | Independent Directors' Self-Assessment | All Independent Directors have met the criteria under the definition of "Independent Director". |
| **Explanation for departure** : | | |
| | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | |
| **Measure** : | | |
| **Timeframe** : | | |

**Intended Outcome**

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

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

**Practice 7.1**

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

| | | |
|---|---|---|
| **Application** | : | Applied |
| **Explanation on application of the practice** | : | The Company's Remuneration Policies and Procedures outline the principles and guidelines for determining the remuneration of the Board and senior management (including individuals at the Deputy General Manager level and above) of the Group. This policy is available on the Company's website: https://www.wellspireholdings.com.<br><br>In determining the remuneration packages for directors and senior management, the NRC considers the following factors:<br>(a) technical competency, skills, expertise and experience;<br>(b) qualification and professionalism;<br>(c) integrity;<br>(d) roles and responsibilities;<br>(e) company's performance in managing material sustainability risks and opportunities; and<br>(f) aligned with the business and risks strategies, and long-term objectives of the Group.<br><br>The NRC is also responsible for ensuring that fees and benefits payable to directors, as well as any compensation for the loss of employment of Executive Directors, are approved by shareholders at the General Meetings.<br><br>Further details on duties and responsibilities of the NRC may be found in its Terms of Reference which is made available on the Company's website at https://www.wellspireholdings.com. |
| **Explanation for departure** | : | |
| | | |

<table>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

**Intended Outcome**

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

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

**Practice 7.2**

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The NRC is made up of three (3) members, all of whom are Independent Non-Executive Directors. The composition of the NRC is as follows:<br><br><table><tr><th>Name</th><th>Designation</th><th>Directorship</th></tr><tr><td>Yang Shing Sing</td><td>Chairperson</td><td>Independent Non-Executive Director</td></tr><tr><td>Fazidah Bt Zakaria</td><td>Member</td><td>Independent Non-Executive Director</td></tr><tr><td>Tang Yuen Kin</td><td>Member</td><td>Independent Non-Executive Director</td></tr></table><br>The roles and responsibilities of the NRC are set out in the NRC's TOR, which is published on the Company's website https://www.wellspireholdings.com.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

**Intended Outcome**

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 details for each individual Director, including a breakdown of fees, salary, bonus, benefits in-kind, and other emoluments, are disclosed on a named basis in the Corporate Governance Overview Statement in the Annual Report. |

| 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 | Mo Guopiao | Executive Director | - | 120.0 | 720.0 | 60.0 | - | 6.6 | 906.6 | - | 120.0 | 720.0 | 60.0 | - | 6.6 | 906.6 |
| 2 | Saranjit Wang | Executive Director | - | - | - | - | - | - | - | - | - | 265.7 | 44.3 | - | - | 310.0 |
| 3 | Kua Chin Teck | Executive Director | - | 150.0 | 660.0 | 110.0 | - | 121.0 | 1,041.0 | - | 150.0 | 660.0 | 110.0 | - | 121.0 | 1,041.0 |
| 4 | YM Tengku Dato' Seri Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah | Independent Director | 57.5 | 8.0 | - | - | - | - | 65.5 | 57.5 | 8.0 | - | - | - | - | 65.5 |
| 5 | Tang Yuen Kin | Independent Director | 45.5 | 20.0 | - | - | - | - | 65.5 | 45.5 | 20.0 | - | - | - | - | 65.5 |
| 6 | Fazidah Bt Zakaria | Independent Director | 45.5 | 20.0 | - | - | - | - | 65.5 | 45.5 | 20.0 | - | - | - | - | 65.5 |
| 7 | Yang Shing Sing | Independent Director | 45.5 | 20.0 | - | - | - | - | 65.5 | 45.5 | 20.0 | - | - | - | - | 65.5 |

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

**Practice 8.2**
The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Departure</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2"></td></tr>
<tr><td>Explanation for departure</td><td>:</td><td colspan="2">After deliberate and careful consideration, the Company believes that disclosing the remuneration details of key senior management on an individual basis is not in the best interest of the Company due to concerns about confidentiality, sensitivity regarding each individual's compensation, privacy and security risk, potential competition and the risk of staff poaching.<br><br>As an alternative, the Board decided to disclose the remuneration for the Group's key senior management on an unnamed basis in bands of RM50,000 under the Corporate Governance Overview Statement of the Company's Annual Report, as follows:<br><br><table><tr><th>Range of Remuneration</th><th>No of Key Senior Management</th></tr><tr><td>RM300,000 – RM350,000</td><td>1</td></tr><tr><td>RM450,000 – RM500,000</td><td>1</td></tr></table></td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2"></td></tr>
<tr><td>Timeframe</td><td>:</td><td></td><td></td></tr>
</table>

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

**Practice 8.3 - Step Up**
Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

| | |
|---|---|
| **Application** : | Not Adopted |
| **Explanation on adoption of the practice** : | |

**Intended Outcome**

There is an effective and independent Audit Committee.

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

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

| | | | |
|---|---|---|---|
| **Application** : | Applied | | |
| **Explanation on application of the practice** : | The roles of Chairman of the Board and Chairman of the AC are held by different individuals. YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah serves as the Chairman of the Board, while Tang Yuen Kin is the Chairman of the AC.<br><br>The Chairman of the AC has been a member of the Malaysian Institute of Accountants ("MIA") since July 2000 and the Malaysian Institute of Certified Public Accountants ("CPA") since May 2015. He has over 24 years of experience in audit, accounting and finance, corporate finance, and corporate planning. | | |
| **Explanation for departure** : | | | |
| | | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** : | | | |
| **Timeframe** : | | | |

**Intended Outcome**
There is an effective and independent Audit Committee.

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

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

| | | | |
|---|---|---|---|
| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The AC's Terms of Reference specify a cooling-off period of at least three (3) years that a former key audit partner must observe before being appointed as a member of the AC.<br><br>Currently, none of the AC members have previously been audit partners. | |
| **Explanation for departure** | : | | |
| | | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
| **Timeframe** | : | | |

**Intended Outcome**
There is an effective and independent Audit Committee.

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

**Practice 9.3**
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.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>The AC is responsible for evaluating the capabilities and independence of the External Auditors and making recommendations to the Board regarding their appointment, re-appointment, or termination of services.<br><br>According to the AC's Terms of Reference (TOR), the AC must assess the competence, audit quality, independence, and suitability of the External Auditors, as well as the appropriateness of the audit fees to ensure a quality audit.<br><br>Additionally, the TOR outlines the AC's responsibility to review the following matters with the external auditors and report them to the Board:<br><br>(a) audit plan, its scope and nature;<br>(b) audit report;<br>(c) evaluation of the system of internal controls;<br>(d) the assistance given by the employees to the external auditors, including any difficulties or disputes with management encountered during audit; and<br>(e) external auditors' management letter and management's response thereto.<br><br>The AC conducted an assessment of Messrs BDO PLT's independence and reviewed the scope and performance of their services as the Company's external auditor for the financial year.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
</table>

| | | | |
|---|---|---|---|
| **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** | : | Currently, the Audit Committee of the Company is made up entirely of Independent Directors. The composition of the AC is as follows:- |

| Name | Designation | Directorship |
|---|---|---|
| Tang Yuen Kin | Chairman | Independent Non-Executive Director |
| Fazidah Bt Zakaria | Member | Independent Non-Executive Director |
| Yang Shing Sing | Member | Independent Non-Executive Director |

**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 AC are financially literate and have the required skills to effectively carry out their duties and responsibilities. The Chairman of the AC, Tang Yuen Kin, is a member of both the MIA and MICPA.<br><br>The qualifications and experience of the AC members are outlined in the Board's Profile in the Annual Report. | |
| **Explanation for departure** : | | |
| | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | |
| **Measure** : | | |
| **Timeframe** : | | |

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

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board bears overall responsibility for establishing a sound risk management framework and maintaining a robust system of risk management and internal control across the Group. This framework is designed to provide reasonable assurance over the effectiveness and efficiency of the Group's operations, encompassing financial, operational, and regulatory compliance dimensions.<br><br>The Board has entrusted the RMC and the AC with overseeing risk management and establishing the appropriate internal control systems and processes within the Group, with the primary objective of safeguarding the Group's assets and protecting shareholders' investments.<br><br>Any significant matters relating to existing or emerging risks, as well as material changes to action plans addressing identified risks, are tabled at RMC meetings and subsequently presented to the Board by the RMC Chairman.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

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

**Practice 10.2**
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 Company's Risk Management policy can be viewed at https://www.wellspireholdings.com.<br><br>The salient features of the Company's risk management and internal control system, and the assessment of its adequacy and effectiveness, are outlined in the Statement on Risk Management and Internal Control in the Annual Report. | |
| **Explanation for departure** : | | |
| | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | |
| **Measure** : | | |
| **Timeframe** : | | |

**Intended Outcome**

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

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

**Practice 10.3 - Step Up**

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

<table>
<tr><td>Application</td><td>:</td><td>Adopted</td></tr>
<tr><td>Explanation on adoption of the practice</td><td>:</td><td>The Board has formed an RMC, which comprise the following members:-<br><br>
<table>
<tr><th>Name</th><th>Designation</th><th>Directorship</th></tr>
<tr><td>Fazidah Bt Zakaria</td><td>Chairman</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Tang Yuen Kin</td><td>Member</td><td>Independent Non-Executive Director</td></tr>
<tr><td>Yang Shing Sing</td><td>Member</td><td>Independent Non-Executive Director</td></tr>
</table>
<br>The RMC is governed by the TOR of RMC which can be viewed at https://www.wellspireholdings.com.</td></tr>
</table>

**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** : | For FYE 2025, the internal audit was conducted by ShineWing TY Teoh Risk & Governance Sdn Bhd, which was assigned to carry out the internal audit activities for the Group. The internal auditor reports directly to the AC.<br><br>The Audit Committee holds the responsibility to:-<br><br>- review the adequacy of the scope, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;<br>- review the internal audit plan, programme, processes, and the reporting structure;<br>- review the results of the internal auditor's assessments, investigations undertaken and whether or not appropriate actions are taken by the management, based on the recommendations of the internal auditors;<br>- review the appraisal or assessment of the performance of the internal audit function on an annual basis; and<br>- review any special audit which the Committee deems necessary.<br><br>For the FYE 2025, the Board had concluded that the Group's internal audit function is operating adequately, with no major weaknesses in the internal control system that would have a material impact on the Group's financial performance or operations. |
| **Explanation for departure** : | |
| | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | |
| **Measure** : | |

| | | |
|---|---|---|
| **Timeframe** : | | |

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

**Practice 11.2**
The board should disclose–

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

| | | | |
|---|---|---|---|
| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The internal audit function has been outsourced to ShineWing TY Teoh Risk & Governance Sdn Bhd, which is responsible for conducting the internal audit activities for the Group. The internal auditor reports directly to the AC. The partner overseeing the audit is Teoh Toh Soon, who holds qualifications from the Malaysian Institute of Accountants, Chartered Accountant Singapore, Chartered Accountant Malaysia, and Chartered Public Accountant Australia. The internal audit team consists of five members, all of whom are free from any relationships or conflicts of interest that could compromise their objectivity and independence during the audit process. The internal audit function is carried out in compliance with The International Professional Practices Framework ("IPPF") established by the Institute of Internal Auditors ("IIA"). | |
| **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 acknowledges the importance of effective and clear communication with its shareholders, potential investors, and the public. It is fully committed to maintaining the highest standards of transparency and accountability in disclosing relevant information about the Group. To achieve this, the Company has implemented, among other measures, the following:-<br><br>(a) timely release of announcements to Bursa Securities, which include quarterly financial results, material contracts awarded and any other material information that may affect investors' investment decision;<br><br>(b) conducts regular dialogues with financial analysts as a means of effective communication, which enables the Board and Management to convey information relating to the Group's performance, corporate strategy and other matters affecting shareholders' interests; and<br><br>(c) the Group maintains a corporate website with the intention of building communication channel between our Company with the stakeholders. Shareholder can gain access to information about the Company including the summary of the Group's investor relation activities and media releases through the Company's website at https://www.wellspireholdings.com<br><br>The Group utilizes the Annual General Meeting (AGM) as its primary channel for shareholder dialogue. At the AGM, shareholders have the opportunity to query the Board on the Group's strategic direction and financial results. To facilitate evaluation, each special business resolution is accompanied by a comprehensive written explanation in the notice of meeting |
| **Explanation for departure** | : | |

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

**Intended Outcome**

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

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

**Practice 12.2**

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

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

**Intended Outcome**

Shareholders are able to participate, engage with the Board, and exercise their rights effectively, including in a virtual or hybrid general meeting environment.

The Company conducts its general meetings in a manner that supports meaningful shareholder participation, including leveraging technology to facilitate virtual or hybrid meetings where appropriate. Shareholders are provided with the opportunity to submit questions in advance and/or during the meeting, and the Board endeavours to respond to relevant questions to ensure transparency and effective communication.

The Company will continue to enhance its virtual meeting capabilities to ensure accessibility, security, and real-time interaction between shareholders and the Board.

**Practice 12.3**

Facilitation of Shareholder Participation in General Meetings (Virtual Meetings).

| | | |
|---|---|---|
| **Application** | : | Departure |
| **Explanation on application of the practice** | : | |
| **Explanation for departure** | : | The Company has not adopted virtual or hybrid general meetings and continues to conduct its general meetings through a physical format. This is to ensure stable and orderly proceedings, as well as to facilitate direct, face-to-face engagement between shareholders, the Board and senior management.<br><br>Nevertheless, the Board is committed to ensuring that the Intended Outcome of Practice 12.3 is achieved. At general meetings, shareholders are given sufficient opportunity to raise questions, seek clarifications and express their views on the Company's affairs. Members of the Board and senior management are present to respond to queries and provide explanations where required.<br><br>In addition, all resolutions are put to vote by way of poll to ensure transparency and accuracy in the voting process, enabling shareholders to make informed decisions.<br><br>The Company will continue to monitor developments in meeting technology and may consider adopting virtual or hybrid meeting arrangements in the future where appropriate to further enhance shareholder participation. |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | |
| **Measure** | : | |
| **Timeframe** | : | |

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

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

| | | | |
|---|---|---|---|
| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | Consistent with the recommendations of the Malaysian Code on Corporate Governance 2021, the Company endeavours to release the Notice of AGM at least 28 days prior to the meeting date to facilitate informed decision-making by shareholders.<br><br>The Company's 3rd AGM is scheduled on 10th June 2025 and the notice was issued on 20th April 2025. | |
| **Explanation for departure** | : | | |
| | | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
| **Timeframe** | : | | |

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

**Practice 13.2**
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

| | | |
|---|---|---|
| **Application** : | Applied | |
| **Explanation on application of the practice** : | The third AGM was held on 10th June 2025 at Platinum Ballroom, Level 2, Novotel Kuala Lumpur City Centre, 2, Jalan Kia Peng, 50450 Kuala Lumpur. All members of the Board (including the Chairs of each Board Committee) were physically present at the venue. All Board members were physically present including the Company Secretaries. | |
| **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** : | Applied | |
| **Explanation on application of the practice** : | The Company held its 3rd AGM through poll voting. The AGM took place on 10th June 2025 at Platinum Ballroom, Level 2, Novotel Kuala Lumpur City Centre, 2, Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia. | |
| **Explanation for departure** : | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | |
| **Measure** : | | |
| **Timeframe** : | | |

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

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

<table>
<tr><td colspan="3">Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</td></tr>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Board encourages shareholder participation in general meetings. To provide a more efficient and convenient platform for shareholder engagement, the Company conducted its 3rd AGM through poll voting. All members of the Board were physically present at the venue. All Board members were present including the Company Secretaries. The Chairman chaired the meeting and addressed questions from the shareholders.<br><br>Since there was no question raised from the shareholders/ proxies during the meeting, Tengku Chairman put all the proposed resolutions for poll voting. The polling results was declared on the same day of the 3rd AGM.<br><br>.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

**Intended Outcome**

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

**Practice 13.5**

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

| | | | |
|---|---|---|---|
| *Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.* | | | |
| **Application** | : | Not applicable – only physical general meetings were conducted in the financial year | |
| **Explanation on application of the practice** | : | | |
| **Explanation for departure** | : | The Company has not adopted virtual or hybrid general meetings and currently conducts its general meetings in a physical format.<br><br>Nevertheless, the Board ensures that the Intended Outcome of shareholder participation and engagement is achieved through:<br><br>• providing sufficient time for shareholders to raise questions during the meeting;<br>• ensuring the presence of Board members and senior management to respond directly; and<br>• conducting voting via poll to enable informed decision-making.<br><br>The Company will continue to evaluate the adoption of virtual or hybrid meeting arrangements where appropriate. | |
| | | | |
| *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.

| | | | |
|---|---|---|---|
| *Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.* | | | |
| **Application** | : | Applied | |
| **Explanation on application of the practice** | : | The minutes of the 3rd AGM were made available to shareholders within 30 business days after the AGM on the Company's website. The Company will continue to circulate the minutes for the 4th AGM within 30 business days after the AGM. | |
| **Explanation for departure** | : | | |
| | | | |
| *Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.* | | | |
| **Measure** | : | | |
| **Timeframe** | : | | |

**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.*

| |
|---|
| Not applicable. |