

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7036
COMPANY NAME : Borneo Oil Berhad (the “Company” or the “Group”)
FINANCIAL YEAR : June 30, 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	:	<p>The Board bears collective responsibility for ensuring the Company's long-term success and for creating sustainable value for its stakeholders. To effectively discharge its duties, the Board has adopted a Board Charter and established several Board Committees, each governed by clearly defined Terms of Reference.</p> <p>The Board Charter outlines the Board's primary roles and responsibilities, which include reviewing and approving the Group's strategic plans, overseeing business operations, ensuring adequate internal controls, identifying and managing key risks, formulating succession plans, developing shareholder communication policies, reviewing management information and control systems, and fostering a culture of sound corporate governance grounded in ethical, prudent, and professional conduct.</p> <p>The key roles and responsibilities of the Board are as follows:</p> <ol style="list-style-type: none"> i. Identifying key risks and ensuring appropriate internal controls and risk management measures are implemented; ii. Reviewing and approving the Company's strategic plans; iii. Overseeing the management and performance of the Company's business operations; iv. Establishing and maintaining effective succession planning; v. Overseeing the formulation and implementation of the Company's investor communication policy; and vi. Reviewing the adequacy and integrity of the Company's management information and internal control systems.
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman's role, as defined in the Board Charter, is to provide effective leadership, uphold sound governance practices, set the tone for the Board's overall direction, and ensure that the Board remains focused on achieving its objectives both during and outside of meetings. The Chairman also contributes valuable perspectives on current matters affecting the Company and the wider industry.</p> <p>Mr. Tan Kok Chor serves as the Company's Non-Independent Non-Executive Chairman, with his profile presented in the accompanying Annual Report 2025. Under his leadership, the Board has continued to operate efficiently while maintaining strong standards of corporate governance. Mr. Tan brings extensive experience in commercial, legal, and administrative matters and holds several directorships in private limited companies across Malaysia.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Mr. Tan Kok Chor serves as the Non-Independent Non-Executive Chairman, while Datuk Joseph Lee Yok Min @ Ambrose is the Managing Director 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 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman is not a member of any committees and was not invited to attend any of the meetings conducted during the year.
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	:	<p>The Company Secretaries, Ms. Chin Siew Kim and Ms. Andrea Huong Jia Mei, are both qualified to act as company secretaries under Section 235(2) of the Companies Act 2016. They possess extensive experience, competence, and knowledge, and play a vital role in advising the Board on corporate compliance with applicable laws, regulations, procedures, and governance best practices. Their duties and responsibilities are detailed in the Board Charter.</p> <p>The Directors have unrestricted access to the advice and services of the Company Secretaries. The Board is kept informed of relevant legislative, regulatory, and policy developments, including updates and amendments issued by Bursa Malaysia Securities Berhad, the Securities Commission Malaysia, and other regulatory authorities. This also covers updates on corporate law reforms in Malaysia and relevant foreign jurisdictions, as well as the implications of new or revised legislation for both the Directors and the Group.</p> <p>The Company Secretaries ensure that all decisions made by the Board and its Committees are properly recorded and communicated to Management for prompt implementation. They manage the secretariat function, which includes lodgements with statutory and regulatory bodies, administration of Board and Committee meetings (such as preparation of minutes, follow-up on matters arising, and reporting by Committee Chairman), coordination of general meeting processes, and support for the Board in adopting current corporate governance practices that align with both the Board's needs and stakeholder expectations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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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.

Application	:	Applied
Explanation on application of the practice	:	<p>All Directors are provided with an agenda and a complete set of Board papers, including previous meeting minutes and other relevant documents, well in advance of each Board Meeting. This enables them to review the matters to be discussed and request further clarification where necessary.</p> <p>Directors may attend Board and Board Committee meetings either physically or via electronic means, allowing for hybrid participation. All discussions and resolutions, including any dissenting opinions or instances where a Director abstains from voting or deliberation, are accurately recorded in the minutes.</p> <p>The Board papers provide comprehensive and relevant information to support informed decision-making. Senior management may also be invited to attend meetings to present updates or provide additional insights on specific agenda items.</p> <p>Draft minutes of each meeting are typically circulated to the Directors within 14 days for their review and feedback.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is 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 adopted a Board Charter that clearly defines the roles and responsibilities of the Board, its Committees, the Chairman, Independent Non-Executive Directors, Executive Directors, and the Company Secretary, in accordance with sound corporate governance principles and relevant regulatory guidelines. The Board Charter is accessible on the Company's website at https://www.borneo-oil.com.my/menu/corporate-governance/Board%20Charter.pdf
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established a Code of Conduct and Ethics (“the Code”) across the Group, setting out the ethical principles and standards of conduct expected from all directors and employees. The Code serves as a framework for responsible behaviour, and any breach may result in disciplinary action, including termination of employment or appointment.</p> <p>The Code addresses key areas such as legal compliance, professional integrity, accurate financial reporting, anti-bribery and corruption, acceptance of gifts and entertainment, conflict of interest, misuse of company resources, confidentiality, protection of company assets, political and charitable contributions, and occupational health, safety, and environmental practices.</p> <p>The Code of Conduct and Ethics is available on the Company’s website at https://www.borneo-oil.com.my/menu/corporate-governance/Code%20of%20Conduct%20and%20Ethics.pdf.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board provides a safe and confidential channel for all employees of the Group, as well as members of the public, to report any concerns about improper practices or misconduct. Individuals who report such matters in good faith are protected from retaliation, detrimental action, or unfair treatment. The whistleblowing policy is designed to encourage employees and stakeholders to report unethical behaviour, illegal activities, malpractices, or non-compliance with legal or regulatory requirements within the workplace.</p> <p>The Company is committed to managing all disclosures with confidentiality and sensitivity. The identity of the whistle-blower will be kept confidential unless written consent for disclosure is provided or disclosure is required by law or regulatory authorities.</p> <p>Details of the Whistleblowing Policies and Procedures are available on the Company's website at https://www.borneo-oil.com.my/menu/corporate-governance/BOB%20WB%20policies%20and%20procedures.pdf</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>Both the Board and Management share responsibility for overseeing and implementing sustainability governance to ensure that sustainability risks and opportunities are managed in a structured, integrated, and forward-looking manner.</p> <p>The Board is responsible for setting the tone at the top by:</p> <ul style="list-style-type: none">• Establishing the Company's sustainability vision, strategy, priorities, and measurable targets;• Ensuring that sustainability considerations are integrated into decision-making processes, including the formulation of corporate strategies, annual business plans, major investments, and risk management frameworks; and• Overseeing the alignment of sustainability objectives with long-term value creation and stakeholder interests. <p>Meanwhile, senior management is tasked with driving the strategic management of material sustainability matters, operationalising the sustainability agenda, and ensuring that the necessary policies, systems, and resources are in place. Management also reports to the Board on progress, performance, and emerging sustainability risks or opportunities.</p> <p>This integrated governance approach ensures that sustainability is not treated as a standalone initiative but as an essential component of the Company's long-term resilience, competitiveness, and success.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that:</p> <ol style="list-style-type: none"> 1. The Company’s sustainability goals and progress are clearly articulated and disclosed through appropriate channels such as the annual report, sustainability report, company website, and stakeholder engagements. 2. Performance against established sustainability targets is regularly measured, monitored, and reported to demonstrate progress and enable continuous improvement. 3. Key internal stakeholders, including employees and management, are kept informed and aligned with the sustainability strategy to ensure consistent implementation throughout the organisation. 4. External stakeholders, including investors, regulators, customers, suppliers, and the community, receive timely and accurate information to understand the Company’s sustainability commitments and performance outcomes.
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	:	<p>The Board ensures that:</p> <ul style="list-style-type: none"> • Directors continuously enhance their knowledge and awareness of sustainability issues through regular training, briefings, workshops, and engagement with subject matter experts. • Updates on emerging sustainability trends, regulatory developments, stakeholder expectations, and global best practices are periodically reviewed and discussed at Board meetings. • The Board incorporates insights from these learning activities into strategic decision-making, risk management, and oversight functions to strengthen the Company's sustainability governance. • Where necessary, the Board may seek advice from external experts or consultants to ensure a robust understanding of complex issues such as climate change, carbon transition risks, biodiversity, and social impact. <p>By staying informed and responsive to evolving sustainability issues, the Board ensures that sustainability considerations are effectively integrated into corporate strategy, risk management, and operational planning.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The 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	:	<p>The Board ensures that:</p> <ol style="list-style-type: none"> 1. Sustainability performance forms an integral part of the evaluation criteria for Directors and senior management, alongside financial and operational performance. 2. The evaluation process considers the effectiveness of the Board’s oversight of sustainability strategies, governance structures, target setting, and the management of material environmental, social, and governance (ESG) risks. 3. Senior management’s performance appraisal includes their contribution to implementing sustainability initiatives, achieving set sustainability targets, and integrating sustainability into business operations and decision-making processes.
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

The 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	:	Applied
Explanation on adoption of the practice	:	<p>The Board has taken proactive measures to strengthen sustainability governance by establishing a Sustainability Steering Committee, chaired by Independent Non-Executive Director, Siti Ainee Hanum Binti Suhaidi. This demonstrates the Company's commitment to embedding sustainability into its overall strategy and operations.</p> <p>The Board ensures that:</p> <ul style="list-style-type: none">• The Sustainability Steering Committee provides dedicated focus and leadership in managing sustainability matters strategically across the Group.• Under the direction of Siti Ainee Hanum Binti Suhaidi, the Committee is responsible for formulating and implementing sustainability strategies, integrating ESG considerations into business operations, and monitoring progress against established goals and targets.• The Committee serves as a key link between senior management and the Board, ensuring that sustainability priorities, risks, and opportunities are regularly communicated and addressed.• The Committee also facilitates alignment between sustainability initiatives and the Company's long-term business objectives, while promoting a culture of accountability and continuous improvement.

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	:
Explanation for departure	: <p>The Nomination Committee (NC) ensures that the composition of the Board is reviewed periodically to maintain a balance of skills, experience, independence, and diversity that supports effective decision-making. The intended outcome is to ensure that Board decisions are made objectively and in the best interests of the Company, taking into account diverse perspectives and insights.</p> <p>The Nomination Committee ensures that:</p> <ul style="list-style-type: none"> • The composition of the Board is regularly assessed to maintain an appropriate mix of competencies, expertise, and backgrounds in line with the Company's strategic direction. • The tenure of each Director is periodically reviewed to ensure ongoing effectiveness and to encourage Board refreshment where appropriate. • Directors' re-election is based on satisfactory annual performance evaluations that assess their contribution, independence, and commitment to the Board and its committees. • Succession planning is implemented to promote Board renewal while ensuring leadership continuity. <p>However, to avoid disruption to the Board's effectiveness and ensure the continuity of operations, each Director will only stand for re-election once every three (3) years. This approach balances the MCCG's emphasis on periodic review and accountability with the Company's need for stability and sustained strategic execution.</p> <p>Through this process, the Board and the Nomination Committee uphold the intended outcome of the MCCG, ensuring objective,</p>

	well-informed, and consistent decision-making that serves the Company's long-term interests.	
<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	:	In accordance with the Board Charter, the Board must comprise at least two directors or one-third of its members, whichever is higher, as Independent Non-Executive Directors (INEDs). As at the end of the financial year, the Board consisted of eight members, including three INEDs. This composition complies with Paragraph 15.02 of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad, which mandates that at least one-third of the Board be made up of independent 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	:		

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	:	<p>The Company acknowledges the recommendation under the Malaysian Code on Corporate Governance (MCCG) that the tenure of an Independent Director should not exceed a cumulative period of nine years. Upon completion of this term, an Independent Director may continue to serve on the Board, subject to the Board's assessment and shareholders' approval at a general meeting.</p> <p>In line with the MCCG 2021, an Independent Director who has served for nine years may continue as a Non-Independent Director. However, if the Board intends to retain the director's independent status beyond this period, it must provide proper justification and obtain annual shareholder approval through a two-tier voting process.</p> <p>Mr. Seroop Singh Ramday, the Senior Independent Non-Executive Director, has served in this role for nine years. Accordingly, the Company will seek shareholders' approval via a two-tier voting process at the upcoming 41st Annual General Meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Applied
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	:	<p>The Company ensures that the appointment of Board members and senior management is based on objective criteria, merit, and alignment with the Group's strategic needs. The Nomination Committee (NC) is responsible for assessing candidates based on their qualifications, experience, skills, integrity, and ability to contribute effectively to the Board's decision-making process.</p> <p>The Board also considers diversity in terms of skills, experience, age, cultural background, and gender to promote balanced perspectives and enhance governance quality.</p> <p>Furthermore, the NC evaluates the time commitment of each proposed director to ensure they can devote sufficient attention to the Company's affairs. The Board also takes into account other directorships held, particularly those on public listed companies, to prevent potential conflicts of interest or overboarding.</p> <p>The Company avoids appointments that may compromise its integrity, governance standards, or public confidence, ensuring that all appointments uphold the principles of accountability and transparency.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that the process of identifying and appointing directors is transparent, objective, and guided by merit. The Nomination Committee (NC) plays a central role in this process by evaluating potential candidates based on their qualifications, experience, integrity, and ability to contribute effectively to the Board's overall performance and diversity.</p> <p>The Board does not rely solely on recommendations from existing directors, management, or major shareholders. The NC also considers candidates from independent professional sources, such as director databases, external consultants, or industry associations, to ensure a broader and more diverse pool of qualified individuals.</p> <p>Where recommendations come from within the company or from major shareholders, the NC provides clear justification that such nominations meet the necessary criteria and that the selected individuals are the most suitable based on merit and the needs of the Board. This approach reflects the Company's commitment to good governance, fairness, and transparency in board appointments</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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	:		
Explanation for departure	:	<p>The Board ensures that shareholders are provided with sufficient and relevant information about each candidate to make informed voting decisions. This includes details such as the candidate's background, qualifications, experience, directorships in other companies, and any interests, positions, or relationships that might influence, or reasonably be perceived to influence, their independence and ability to act in the best interests of the Company.</p> <p>However, the Board does not disclose its assessment of the candidate's performance and contribution due to privacy considerations and to avoid influencing shareholders' independent judgment. In addition, the Board does not state its explicit support for the appointment or reappointment of any candidate, as it believes shareholders should exercise their voting rights based on their own independent assessment of the information provided. This approach maintains objectivity while aligning with the MCCG's intent to promote informed and unbiased decision-making among shareholders.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee consists solely of Non-Executive Directors, all of whom are independent and the committee is chaired by Mr. Seroop Singh Ramday, who serves as the Senior Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	As of 30 June 2025, the Board comprises three female directors, namely Ms. Georgia Suzanne Lingam @ Gerogianne, Ms. Susie Chung Kim Lan, and Ms. Siti Ainee Hanum Binti Suhaidi. Together, they represent 37.5% of the Board's total composition.	
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 5.10

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	:		
Explanation for departure	:	<p>The Board continues to emphasise the importance of gender and workplace diversity, supporting greater female representation within the Group and across the boards of its subsidiaries. While the Board values gender diversity, it believes that director appointments should primarily be based on a strong blend of competencies, skills, and relevant experience in areas deemed strategic by the Board, ensuring that qualifications and capabilities remain uncompromised.</p> <p>In appointing directors or senior management, the Nomination Committee assesses each candidate on individual merit, taking into account experience, skills, knowledge, competencies, and potential contributions, alongside the need for diversity in the boardroom. Although the Company does not prescribe specific diversity targets, female representation is duly considered when evaluating potential candidates.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board recognises the importance of conducting a formal and objective annual evaluation to assess the overall effectiveness of the Board, its committees, and individual directors. The Nomination Committee (NC) is responsible for facilitating this process, using structured assessment tools that cover areas such as the Board's composition, mix of skills, effectiveness of committees, quality of information provided, and individual directors' contributions, including their preparedness, participation, and independence. The evaluation results are reviewed by the NC and reported to the Board for consideration. Any identified gaps or areas for improvement are addressed through appropriate measures such as training, succession planning, or adjustments to the Board's composition to enhance effectiveness and governance standards. While the Board acknowledges the MCCG's recommendation to disclose the methodology, outcome, and resulting actions, detailed individual performance results are not disclosed publicly to preserve confidentiality and to ensure that the process remains constructive rather than punitive. However, the overall conclusion from the most recent evaluation confirmed that the Board, its Committees, and individual Directors have discharged their responsibilities effectively and that the Board composition remains appropriate to support the Company's strategic direction.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's policy on Directors' and Senior Management's remuneration establishes a formal and transparent framework for determining compensation. The policy is designed to attract and retain capable leaders, align their interests with those of shareholders, and support the Company's long-term growth and objectives.</p> <p>The Remuneration Committee is responsible for reviewing and recommending the remuneration packages of Executive Directors to the Board for approval. In carrying out this review, the Committee takes into account individual performance, prevailing economic conditions, inflation trends, achievement of financial and operational targets, and market benchmarks obtained from independent sources for comparable roles in similar companies.</p> <p>The Remuneration Policy is available on the Company's website at https://www.borneo-oil.com.my/menu/remuneration-policy/Remuneration%20Policy.pdf</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>In line with the best practices set out in the MCCG 2021, the Board has established a Remuneration Committee (RC) comprising three Independent Non-Executive Directors, chaired by the Senior Independent Non-Executive Director, Mr. Seroop Singh Ramday.</p> <p>A summary of the RC's key activities during the financial year is detailed in the Remuneration Committee Report of the Company's Annual Report 2025.</p> <p>The RC operates in accordance with its Terms of Reference, which define its authority and responsibilities. These Terms of Reference are available on the Company's website at https://www.borneo-oil.com.my/menu/term-of-ref/TOR%20Remuneration%20Committee.pdf</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Detailed disclosures of each Director's remuneration for the financial year under review are presented on a named basis in the Corporate Governance Overview Statement of the Company's Annual Report 2025.

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	:	Applied
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board is of the view that disclosing the detailed remuneration of Senior Management on a named basis is not in the best interest of the Company due to the competitive industry environment and the sensitive nature of such information. Preserving confidentiality is essential to support the Group's talent management and retention efforts.</p> <p>As an alternative to the recommended practice, the Board has opted to disclose the number of Senior Management whose aggregate remuneration for the financial year under review is presented in the Corporate Governance Overview Statement of the Company's Annual Report 2025.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Applied
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 Audit Committee is chaired by Ms. Susie Chung Kim Lan, an Independent Non-Executive Director who does not serve as the Chairperson of 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

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	:		
Explanation for departure	:	The Company has no prior precedent or current intention to appoint a former auditor as a member of the Audit Committee. Accordingly, no specific policy on this matter has been formulated at present.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee’s primary role is to assist the Board in ensuring that the Group’s financial statements are prepared in compliance with the Malaysian Financial Reporting Standards (“MFRS”) and other applicable accounting standards. It is also responsible for reviewing the adequacy and effectiveness of the Group’s internal control systems.</p> <p>The Committee safeguards the independence of the external auditors in relation to their audit activities and reviews any non-audit services they may provide to ensure continued objectivity and independence. The annual review and assessment cover key areas such as the audit firm’s reputation, independence, objectivity, audit quality, performance, audit team, scope and planning, fees, communication, and resource adequacy, supported by feedback from relevant members of management.</p> <p>The external auditors have confirmed to the Audit Committee that they remained independent throughout the audit engagement, in compliance with the independence requirements set by the Malaysian Institute of Accountants.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Applied
Explanation on adoption of the practice	:	The Audit Committee consists exclusively of three (3) Independent Non-Executive Directors: 1. Ms. Susie Chung Kim Lan - Chairwoman 2. Mr. Seroop Singh Ramday - Member 3. Ms. Siti Ainee Hanum Binti Suhaidi - Member None of the members serves as an alternate 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	:	<p>Details of the qualifications and experience of each Audit Committee member are provided in the Directors' Profile section of the Annual Report 2025.</p> <p>During the financial year under review, all members of the Audit Committee attended relevant training programmes to stay abreast of the latest developments in accounting and auditing standards, statutory requirements, regulations, and best practices, enabling them to discharge their duties effectively.</p> <p>The specific training programmes attended by the Audit Committee members during the year are listed in the Corporate Governance Overview Statement of the Company's Annual Report 2025.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	<p>The Board is continually updated on the Group's internal control framework, which encompasses risk management practices as well as financial, operational, and compliance controls. It oversees the identification and management of risks across the Group to ensure that related policies and procedures are effectively implemented in alignment with the Group's business objectives. The Board remains committed to maintaining and reviewing the adequacy and integrity of the internal control system to provide reasonable assurance on the effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.</p> <p>The Risk Management Committee reviews the risk management policies formulated by Management and assesses the effectiveness of the mechanisms used to identify, evaluate, and mitigate risks. It provides recommendations on risk matters to the Board for consideration and approval. The Committee is also responsible for ensuring that appropriate systems are in place to identify and highlight potential business and operational risks within the Group.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	Details on the features, adequacy, and effectiveness of the Group's risk management and internal control framework are provided in the Statement on Risk Management and Internal Control contained in the Annual Report 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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	:	Applied
Explanation on adoption of the practice	:	The Group's Risk Management Committee, comprising exclusively Independent Directors who also serve on the Audit Committee, is responsible for overseeing the Company's risk management framework and policies.

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	:	<p>The Board acknowledges the importance of the internal audit function and has appointed an independent professional firm to provide objective assurance to both the Board and the Audit Committee. This firm evaluates the adequacy, efficiency, and effectiveness of the Group's internal control system.</p> <p>The internal audit function adopts a risk-based approach, developing its audit plan based on the Group's risk profiles identified through risk assessments. Audits are carried out in accordance with the annual audit plan approved by the Audit Committee, and audit reports are presented to and reviewed by the Committee throughout the year.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function is outsourced to an independent professional firm that has no relationships or conflicts of interest that could impair its objectivity or independence. The Audit Committee reviewed and approved the appointment of the internal auditors prior to their engagement.</p> <p>The appointed firm, Valens Consult Services Sdn. Bhd., possesses the necessary technical expertise and resources to perform its duties effectively and conducts its audits in accordance with a recognised framework, as detailed in the Statement on Risk Management and Internal Control.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company maintains a dedicated Investor Relations ("IR") section on its website to facilitate regular communication with stakeholders, including key institutional investors and analysts, as well as to address shareholder inquiries.</p> <p>The Board is committed to ensuring timely and accurate disclosure of all material information concerning the Group. Such information is communicated through announcements and disclosures to Bursa Malaysia Securities, including quarterly financial results, audited financial statements, and Annual Reports.</p> <p>All disclosures are made available electronically on both Bursa Malaysia's and the Company's corporate websites at www.bursamalaysia.com and www.borneo-oil.com.my, ensuring easy public access.</p> <p>The Board adheres strictly to Bursa Malaysia's disclosure framework to ensure investors and the public receive complete and reliable information promptly. It also ensures that only authorised personnel handle confidential information to prevent leakage or misuse, while remaining vigilant to ensure that any material information is announced without delay.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>In line with the Companies Act 2016 and the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities, an Annual General Meeting (AGM) must be convened with at least 21 days' notice. However, the Board has chosen to extend this period to a minimum of 28 days for the 41st AGM, allowing shareholders sufficient time to review the meeting agenda, make informed decisions, and plan their participation—whether attending in person or through corporate representatives, proxies, or attorneys.</p> <p>The AGM Notice will be accompanied by an AGM Guide, which provides shareholders with key information about the meeting, including their rights to attend, appoint proxies or representatives, and details of the voting process. Explanatory notes for each proposed resolution will also be included to assist shareholders in understanding and evaluating the matters presented, ensuring they are well informed when exercising their voting rights.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	<p>All Directors are expected to attend and actively engage in the Company's general meetings, unless prevented by unforeseen circumstances.</p> <p>Shareholders are encouraged to participate in the Annual General Meeting (AGM) each year and are invited to raise questions on any proposed resolutions. The Chairman and Directors will be present to respond to queries and address matters related to the functions and activities of their respective Committees.</p> <p>At the previous AGM, all Directors were in attendance.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

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	:	<p>The Company will hold its 41st Annual General Meeting (AGM) at Plaza Shell, Kota Kinabalu, Sabah, a venue selected for its accessibility to shareholders.</p> <p>The Board has opted for a physical meeting format to foster better engagement and facilitate more effective two-way communication with shareholders.</p> <p>Looking ahead, the Board may explore the use of technology to enable remote participation and voting in absentia, encouraging greater shareholder involvement in future general meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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	:	<p>The Chairman plays a pivotal role in ensuring that general meetings are conducted in an open, transparent, and interactive manner, fostering meaningful engagement between the Board, senior management, and shareholders. During the AGM, shareholders are encouraged to ask questions and share feedback on both financial and non-financial aspects of the Group’s performance, as well as its long-term strategies and prospects. The Chairman, together with relevant Board members and senior management, ensures that all questions receive clear, comprehensive, and substantive responses.</p> <p>To further promote effective engagement, the Company provides shareholders with comprehensive and timely information prior to the meeting through the Notice of AGM and Annual Report. These documents include explanatory notes on proposed resolutions and details of voting procedures. The Board’s decision to maintain a physical AGM platform enhances direct interaction and meaningful dialogue, enabling shareholders to express their views and exercise their voting rights in an informed and transparent manner.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Applied
Explanation on application of the practice	:	
Explanation for departure	:	<p>At present, the Company conducts its Annual General Meetings (AGMs) through a physical platform, as the Board believes this format provides the most effective environment for direct, transparent, and meaningful engagement between shareholders, the Board, and senior management. The face-to-face setting enables shareholders to actively participate in discussions, seek clarification, and provide feedback on the Group's performance and strategies, with all queries receiving clear and comprehensive responses from the Chairman, Directors, and management.</p> <p>While the Board acknowledges the intent of Practice 13.5 of the Malaysian Code on Corporate Governance (MCCG) to promote effective engagement through virtual or hybrid meetings, the Company currently has no plans to adopt such formats. The Board is of the view that in-person meetings continue to best serve the interests of shareholders, given the accessibility of the meeting venue and the quality of interaction achieved during physical AGMs.</p> <p>Nevertheless, the Board remains open to considering the adoption of technology in the future to facilitate virtual participation or voting in absentia, should it enhance shareholders' engagement and align with evolving best practices.</p>

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 general meeting, which include details of the proceedings, questions raised by shareholders, and the corresponding responses from the Board and management, are prepared and published on the Company's corporate website within 30 business days from the conclusion of the meeting. This practice ensures transparency and allows shareholders who were unable to attend the meeting to stay informed of the discussions and decisions made. It also reinforces the Company's commitment to open communication and accountability to all shareholders.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**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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