

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5048
COMPANY NAME : YB VENTURES BERHAD
FINANCIAL YEAR : June 30, 2026

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 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.

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 of Directors of YB Ventures Berhad ("YBV" or "the Company") and its subsidiaries ("the Group") provides leadership and oversight in setting the strategic direction of the Group and promoting its long-term success and sustainability. The Board approves the Group's strategic plans, business objectives and annual budget, and ensures that appropriate financial, human and operational resources are available to support the effective execution of the Group's strategies and the achievement of its objectives.</p> <p>The Board establishes the Group's core values and governance standards, and promotes a culture of integrity, accountability, transparency and ethical business conduct throughout the Group. In discharging its fiduciary duties, the Board strives to ensure that the interests of shareholders and other stakeholders are appropriately considered in the decision-making process and that the Group conducts its business in a responsible and sustainable manner.</p> <p>The Board is supported by the Audit Committee ("AC"), Remuneration Committee ("RC") and Nomination Committee ("NC"), each operating within clearly defined Terms of Reference ("TOR") to assist the Board in the effective discharge of its responsibilities. The TOR for the AC, NC and RC are available on the Company's website at www.ybventures.com.</p> <p>The Board regularly reviews Management's reports on the Group's financial and operational performance, business developments, principal risks and strategic initiatives. These reviews enable the Board to monitor the implementation of approved strategies, assess Management's performance and provide guidance where appropriate to ensure that the Group remains on track to achieve its strategic objectives.</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

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 Board is led by its Independent Non-Executive Chairman, Dato' Sri Tajudin Bin Md Isa, who provides effective leadership to the Board and is responsible for promoting high standards of corporate governance throughout the Group. The Chairman fosters an open, constructive and collegial boardroom culture that encourages objective deliberations, informed decision-making and active participation by all Directors.</p> <p>In carrying out his responsibilities, the Chairman ensures that the Board functions effectively by facilitating productive Board meetings, promoting constructive engagement between the Board and Management, and ensuring that Directors receive accurate, timely and sufficient information to enable them to discharge their duties effectively. He also ensures that Board discussions focus on strategic matters, business performance, risk management, governance and other key issues affecting the Group.</p> <p>The Chairman also leads the Board in promoting a strong governance culture, overseeing the annual evaluation of the Board, Board Committees and individual Directors, and supporting orderly Board succession planning to ensure the continued effectiveness of the Board.</p> <p>The roles and responsibilities of the Chairman are clearly set out in the Board Charter, which is available on the Company's corporate website at www.ybventures.com.</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

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	:	<p>At present, the Company does not have a Chief Executive Officer ("CEO"). The responsibilities of the CEO are currently assumed by two (2) Executive Directors ("ED").</p> <p>The Chairman of the Board is Dato' Sri Tajudin Bin Md Isa, while the EDs are Datuk Au Yee Boon and Ms Kok Soke Kuen.</p> <p>A defined separation of duties between the Chairman and the Executive Directors safeguards balanced governance and prevents the concentration of decision-making power in any one individual and supports the Board's effective oversight of Management.</p> <p>The Chairman is responsible for leading the Board, ensuring its effective functioning and promoting high standards of corporate governance, while the EDs are responsible for the day-to-day management of the Group's business and operations, implementing the strategies and decisions approved by the Board, and overseeing the Group's overall operational performance.</p> <p>The respective roles and responsibilities of the Chairman and the EDs are clearly defined in the Board Charter.</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

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	At present, the Chairman of the Board, Dato' Sri Tajudin Bin Md Isa, is also a member of the AC and NC.
	:	<p>This composition was necessitated due to the current Board size and the need to ensure that each Board Committee comprises a sufficient number of members with the appropriate mix of skills, knowledge, and experience to discharge their functions effectively. The inclusion of the Board Chairman in these Board Committees allows the Board to leverage on his extensive leadership experience, strategic insight and understanding of the Group's business operations, which contribute positively to the deliberations and decision-making processes of the Committees.</p> <p>The Board is of the view that the Board Chairman's participation does not compromise the objectivity or independence of the Committees, as decisions are made collectively following due deliberation and in accordance with their approved TOR. The participation of other Independent Non-Executive Directors in each Committee also provides checks and balances and supports independent judgement.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.5

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 Board is supported by two experienced external Company Secretaries who are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016. The Company Secretaries serve as key governance advisers to the Board and play an integral role in supporting the effective functioning of the Board by ensuring that its processes and proceedings are conducted in accordance with applicable laws, regulatory requirements and established governance practices.</p> <p>Working closely with the Chairman and Management, the Company Secretaries facilitate the planning and conduct of Board, Board Committee and general meetings, advise the Board on its fiduciary and statutory responsibilities, and ensure that the Board's deliberations, decisions and resolutions are properly documented. They also facilitate the timely flow of accurate and relevant information to the Board to support informed deliberations and effective decision-making.</p> <p>The Company Secretaries keep the Board abreast of legislative and regulatory developments, as well as emerging corporate governance practices, to enable the Board to discharge its responsibilities effectively. They continuously enhance their professional knowledge through relevant training and continuing professional development programmes to remain current with evolving governance and regulatory requirements.</p> <p>The Board is satisfied that the Company Secretaries have effectively discharged their responsibilities and continue to provide competent advice and professional support in the fulfilment of the Board's duties.</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>To facilitate effective Board deliberations and informed decision-making, notices of meetings together with the agenda and relevant meeting papers are circulated to Directors at least seven (7) days prior to each Board and Board Committee meeting. The meeting materials are prepared to provide complete, accurate and relevant information, enabling the Board to consider matters effectively. Where urgent matters require the Board's immediate attention, meeting materials may be circulated within a shorter timeframe.</p> <p>The Chairman, together with Management and the Company Secretaries, ensures that the agenda is appropriately structured to facilitate focused and meaningful discussions on strategic, operational, financial and governance matters. Directors are encouraged to seek clarification or request additional information from Management whenever necessary to support their deliberations.</p> <p>The Company Secretaries prepare minutes of each Board and Board Committee meeting that accurately record the proceedings, key deliberations, decisions, resolutions passed and any abstentions, where applicable. The draft minutes are circulated to the Board in a timely manner for review and comments before being tabled for confirmation at the subsequent 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

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	:	<p>The Board has adopted a Board Charter, which serves as the primary governance document in guiding the Board in the discharge of its leadership, fiduciary and oversight responsibilities. The Board Charter clearly defines the respective roles and responsibilities of the Board, Board Committees, individual Directors and Management, and promotes consistency in the application of sound corporate governance principles throughout the Group.</p> <p>The Board Charter also sets out the matters reserved for the Board's deliberation and approval, including those relating to the Group's strategic direction, business plans and budgets, financial performance, major investments and divestments, succession planning and other significant corporate matters. Specific responsibilities are delegated to the Board Committees to assist the Board in carrying out its oversight functions, with each Committee operating within its respective Terms of Reference approved by the Board.</p> <p>The Board Charter is reviewed periodically to ensure that it remains relevant and aligned with the Companies Act 2016, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Malaysian Code on Corporate Governance ("MCCG") and other applicable regulatory requirements and governance best practices.</p> <p>The Board Charter and the TOR of the respective Board Committees are available on the Company's corporate website at www.ybventures.com.</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 3.1

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 Group has formalised a Code of Conduct (“Code”) to observe the highest standards of integrity and professionalism in all its activities. The Code sets out the principles and standards of business ethics and conduct of the Group. All Directors and employees of the Group are obligated to abide by the Code.</p> <p>The Code is available on the Company’s website at www.ybventures.com.</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 has established a Whistleblowing Policy And Procedures, to provide an avenue for all employees of the Group and business associates to report any genuine concerns in accordance with the procedures as provided for under this policy and to provide protection for the whistleblower(s) who report such allegations.</p> <p>The Policy sets out the procedures for reporting, assessing, investigating and resolving whistleblowing disclosures, while safeguarding the confidentiality of whistleblowers and protecting them against any form of retaliation or detrimental action. Appropriate actions are taken where reported concerns are substantiated.</p> <p>To enhance accessibility and effectiveness, the whistleblowing mechanism is made available via multiple reporting channels, including email and dedicated contact points, which are published on the Company's website.</p> <p>The Policy is reviewed from time to time or as and when necessary to ensure that it remains relevant and effective in supporting the Group's governance framework and is aligned with applicable legal and regulatory requirements. The Policy is available on the Company's website at www.ybventures.com.</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>The Board, together with Management, is responsible for the governance of sustainability and oversees the integration of sustainability considerations into the Group's long-term strategy and business operations. The Board provides strategic oversight by setting the Group's sustainability direction, priorities and objectives, while ensuring that sustainability considerations are incorporated into the Group's business strategies, risk management framework and key decision-making processes.</p> <p>The sustainability governance structure is led by the Board, which monitors the Group's overall sustainability performance. The Executive Directors lead the implementation of the Group's sustainability initiatives and work closely with Management to identify, assess and manage material environmental, social and governance ("ESG") matters. Progress on sustainability initiatives, material ESG issues and key developments is reported regularly to the Board to facilitate effective oversight and informed decision-making.</p> <p>The Board considers sustainability matters when reviewing the Group's strategic plans, business initiatives, major investment decisions and principal risks to ensure that sustainability objectives remain aligned with the Group's long-term business strategy and stakeholders' expectations.</p> <p>Details of the Group's sustainability governance framework, material sustainability matters and sustainability performance are set out in the Sustainability Statement of this Annual Report.</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 Group's sustainability strategies, material sustainability matters, priorities, targets and performance are disclosed in the Sustainability Statement of this Annual Report. The Sustainability Statement provides stakeholders with information on the Group's sustainability governance, key ESG initiatives, performance and progress against its sustainability objectives.</p> <p>Internally, sustainability priorities and initiatives are communicated through regular engagements with Management and employees to promote awareness and support the effective implementation of the Group's sustainability agenda. Externally, the Company communicates with its stakeholders through its Annual Report, corporate website and ongoing engagements with shareholders, customers, regulators and other stakeholders.</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 4.3

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 recognises the importance of remaining informed of sustainability matters, including climate-related risks and opportunities, to ensure that such considerations are appropriately incorporated into the Group's strategic decision-making and long-term business sustainability.</p> <p>During the financial year, the Board received regular updates from Management on the Group's sustainability initiatives, material ESG matters, emerging sustainability developments and relevant regulatory requirements. These updates enable the Board to assess sustainability-related risks and opportunities and oversee the effective implementation of the Group's sustainability strategies and initiatives.</p> <p>The Board also recognises the importance of continuous learning and remains committed to enhancing its knowledge and competencies in sustainability and climate-related matters. Directors will participate in relevant sustainability-related training programmes, seminars or briefings, where appropriate, to keep abreast of evolving ESG developments, regulatory expectations and industry best practices.</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 4.4

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 NC, with the assistance of the Company Secretaries, had carried out a set of performance evaluations to review the effectiveness of the Board, Board Committees and individual Directors annually.</p> <p>The performance evaluations of the Board include a review of the performance in the Company’s material sustainability risks and opportunities. It is part of the procedure to measure progress against the achievement of the sustainability targets to promote accountability of the Board and to identify any issues that may require intervention by the Board or the management to ensure corrective actions are taken.</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 4.5- Step Up

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Adopted
Explanation on adoption of the practice	:	Please provide an explanation on how the practice is being applied.

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	:	<p>The NC assists the Board in ensuring that its composition remains appropriate to support the Group's strategic direction and governance needs. As part of its annual review, the NC assesses the size, balance and composition of the Board, taking into consideration the mix of skills, experience, expertise, independence and diversity, as well as the need for Board refreshment to maintain an effective and balanced Board.</p> <p>The NC also reviews the tenure, performance, contribution and commitment of individual Directors through the annual Board evaluation process to determine their continued effectiveness and suitability to serve on the Board.</p> <p>In considering the re-election of Directors at the Annual General Meeting ("AGM"), the NC takes into account the outcome of the annual evaluation before making its recommendation to the Board. The Board, after considering the NC's recommendation, determines whether the Director should be proposed for re-election, subject to shareholders' approval at the AGM.</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 5.2

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	:	<p>The Board comprises five (5) Directors, of whom three (3) are Independent Non-Executive Directors, representing approximately 60% of the Board. This meets the recommendation of the MCCG that at least half of the Board comprises Independent Directors, and exceeds the requirement under the MMLR of at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, being Independent Directors.</p> <p>The NC conducts an annual assessment of the independence of the Independent Non-Executive Directors based on the independence criteria prescribed under the MMLR to ensure that they continue to exercise objective judgement and provide independent oversight in the discharge of their duties.</p> <p>The Board is of the view that its current composition provides an appropriate balance of skills, experience and independent perspectives, enabling it to make objective and balanced decisions while effectively safeguarding the interests of the Company and its stakeholders.</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 5.3

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>As at the date of this Report, none of the Independent Non-Executive Directors has served on the Board for a cumulative term exceeding nine (9) years. The NC monitors the tenure of the Independent Directors as part of its annual review to ensure that the Board continues to benefit from independent oversight, objective judgement and diverse perspectives.</p> <p>Should an Independent Director approach or exceed the cumulative nine-year tenure, the Board will evaluate the Director's continued independence and determine the appropriate course of action in accordance with the MCCG. Where the Board is satisfied that the Director continues to demonstrate independence in character and judgement and proposes to retain the Director as an Independent Director, the Board will provide the necessary justification and seek annual shareholders' approval through a two-tier voting process.</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	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through the NC, ensures that all appointments to the Board and Senior Management are conducted through a formal, transparent, and objective process. The selection and nomination of candidates are based on merit, with due consideration given to diversity in terms of skills, experience, knowledge, gender, age, cultural background, and independence to support the Company's strategic needs and strengthen overall Board effectiveness.</p> <p>In assessing potential candidates for directorship, the NC refers to the Company's Directors' Fit and Proper Policy, which sets out the required criteria, including integrity, competency, time commitment, leadership, professionalism, and relevant industry experience. The NC also takes into account the candidates' ability to contribute to the Board's collective decision-making, alignment with the Company's core values, and potential to bring fresh perspectives to the Board.</p> <p>For Senior Management appointments, the same principles of objectivity and meritocracy apply. Candidates are evaluated based on their qualifications, leadership capabilities, performance track record, and alignment with the Company's business direction and corporate culture.</p> <p>The NC also reviews the existing Board composition on a periodic basis to ensure that it remains appropriate and well-balanced in terms of diversity and functional expertise. This enables the Board to make decisions effectively and provide sound guidance to Management.</p> <p>In addition, the Board ensures that every Director appointed is able to devote sufficient time and attention to discharge their duties effectively. The NC assesses the number of directorships held in other listed entities to avoid over-boarding and potential conflicts of interest.</p> <p>Through this structured approach, the Board maintains a composition that embodies competence, independence, diversity,</p>

	and accountability, thereby upholding strong corporate governance and effective stewardship of the Group.	
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 NC is responsible for leading the process for identifying and recommending suitable candidates for appointment to the Board. In carrying out this responsibility, the NC adopts a structured and transparent approach to ensure that the Board maintains an appropriate balance of skills, experience, expertise, diversity and independence to meet the Group's present and future needs.</p> <p>In identifying potential candidates, the NC does not rely solely on recommendations from existing Directors, Management or major shareholders. The NC may also consider candidates identified through independent sources, including professional search firms, industry and professional networks, or other appropriate channels, to broaden the pool of qualified candidates and support an objective selection process.</p> <p>All prospective candidates are evaluated against the criteria set out in the Directors' Fit and Proper Policy, taking into consideration their qualifications, experience, character and integrity, independence, time commitment and overall suitability to contribute effectively to the Board.</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	:	<p>Prior to recommending a Director for re-election, the NC evaluates the Director's performance, contribution, commitment, independence (where applicable) and time commitment, having regard to the criteria set out in the Directors' Fit and Proper Policy. Based on the outcome of the evaluation, the NC makes its recommendation to the Board, which, after due consideration, supports the proposed re-election of the retiring Director.</p> <p>To facilitate informed shareholder decision-making, the Annual Report and the Notice of the AGM provide relevant information on each retiring Director seeking re-election, including the Director's profile, qualifications, experience, directorships in other public companies, attendance at Board and Board Committee meetings, and any interests, positions or relationships that may influence, or reasonably be perceived to influence, the Director's independent judgement, where applicable. The Board's recommendation and the reasons supporting the proposed re-election of each retiring Director are also set out in the explanatory notes accompanying the Notice of the AGM.</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 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by the Company's Independent Non-Executive Director, Dato' Sri Gan Chow Tee.	
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board comprises one (1) female Director out of five (5) Directors, representing approximately 20% of the Board. Accordingly, the Company does not meet the 30% women representation on the Board as recommended under the MCCG.</p> <p>Notwithstanding the above, the Company complies with the MMLR, which require the appointment of at least one (1) female Director. The Board recognises that diversity in gender, skills, experience and perspectives contributes to more effective Board deliberations and enhances the quality of decision-making.</p> <p>The NC remains committed to promoting board diversity and will continue to consider suitably qualified female candidates as part of its Board succession planning and appointment process. Future appointments to the Board will continue to be based on merit, taking into account the candidate's qualifications, experience, competencies and the overall needs of the Board, while giving due consideration to achieving greater gender diversity over time.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Group has yet to adopt any gender diversity policy for the financial year under review.	
		<p>Despite the absent of the diversity policy, the Group has given equal treatment to all the Board members and employees including potential candidates. In view thereof, Board believes that there is no detriment to the Company in not adopting a formal gender, ethnicity and age group diversity policy as the Company is committed to providing fair and equal opportunities and nurturing diversity within the Group.</p> <p>The Board is of the view that the appointment of Board members or employees should be determined based on objective criteria, merit and with due regard for diversity in skills, experience and other qualities.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:	Choose an item.	

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	<p>The NC, through the assistance of the Company Secretary, conducted the annual evaluation of the effectiveness of the Board as a whole, each Board Committee and individual Directors. The individual Directors also underwent self-assessment as part of the evaluation process. Additionally, the independency of Independent Directors was also assessed.</p> <p>All Directors are required to complete the evaluation forms and submit via the online platform or return to the Company Secretary. Their responses were then collated by the Company Secretary and tabled to the NC for deliberation during the NC meeting.</p> <p>Based on the evaluation results, the Board is of the opinion that the overall Board composition is appropriate and balanced, featuring a diverse range of skills and competences required by the Company. The Board is also satisfied that all directors have effectively discharged their roles and responsibilities with commitment and professionalism.</p> <p>Furthermore, the Board is content with independence exhibited by the Independent Directors, as evidenced by their objective participation in the Board deliberations.</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

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company has not adopted a formal remuneration policy governing the remuneration of Directors and Senior Management.</p> <p>Nevertheless, the RC assists the Board by reviewing and recommending the remuneration packages of the Executive and Non-Executive Directors annually. In making its recommendations, the RC takes into consideration, among other factors, the Directors' roles and responsibilities, level of experience, individual performance, the demands and complexity of the Group's business, as well as prevailing market practices. The Board deliberates on the RC's recommendations before approving the remuneration of the Executive Directors, while the remuneration of Non-Executive Directors is subject to shareholders' approval, where applicable.</p> <p>Senior management's remuneration is determined by the Executive Directors, considering their performance, commitment, roles and responsibilities.</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

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>The Board has established a RC, comprising two (2) Independent Non-Executive Directors and one (1) Executive Director, to assist the Board in overseeing matters relating to Directors' remuneration. The RC operates in accordance with its Terms of Reference, which clearly define its roles, responsibilities and authority.</p> <p>The RC reviews and makes recommendations to the Board on the remuneration of the Executive and Non-Executive Directors, taking into consideration their respective roles and responsibilities, experience, performance, the demands and complexity of the Group's business, as well as prevailing market practices. Directors abstain from deliberations and decisions relating to their own remuneration to ensure an objective and transparent process.</p> <p>The TOR of RC is available on the Company's corporate website at www.ybventures.com.</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	:	<p>The remuneration of each individual Director is disclosed on a named basis in the Annual Report.</p> <p>The disclosure provides a breakdown of the remuneration components received by each Director during the financial year for both the Group and the Company, thereby promoting transparency and enabling shareholders to make informed assessments of the Company's remuneration practices.</p>

No	Name	Directorate	The Group ('000)							The Company ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Sri Tajudin Bin Md Isa	Independent Director	120	-	-	-	-	-	120	120	-	-	-	-	-	120
2	Datuk Au Yee Boon	Executive Director	-	-	120	-	-	14.4	134.4	-	-	-	-	-	-	-
3	Kok Soke Kuen	Executive Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Dato' Sri Gan Chow Tee	Independent Director	36	-	-	-	-	-	36	36	-	-	-	-	-	36
5	Chua Ya Ting (Resigned w.e.f. 10.04.2026)	Independent Director	40	-	-	-	-	-	40	40	-	-	-	-	-	40

Mr Koh Beng San was appointed on 7 July 2026, after the Financial Year Ended ("FYE") 30 June 2026. Accordingly, no disclosure on his remuneration is made for the said financial year

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board believes that providing detailed disclosure of the remuneration component of Senior Management may not be in the best interest of the Company, considering confidentiality and sensitivity issues. Such disclosure could lead to recruitment and talent retention challenges.</p> <p>The Board will ensure that the remuneration packages of the Senior Management are aligned with their performance, aiming to attract, retain and motivate them to make positive contribution to the Company.</p> <p>The Company has disclosed the remuneration of Senior Management on an aggregate basis in the Annual Report 2026 without identifying the individuals by name.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1								
2								
3								
4								
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 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

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	:	<p>The positions of Chairman of the AC and Chairman of the Board are held by different individuals.</p> <p>This clear segregation of roles promotes the independence and objectivity of the AC in discharging its oversight responsibilities, facilitates independent judgement on matters relating to financial reporting, internal control, risk management and the Internal and External audit functions, and reinforces effective checks and balances within the Company's governance framework.</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 9.2

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	:	<p>In accordance with the MCCG recommendations, the AC TOR has stipulated a cooling-off period of at least three (3) years before any former partner of the external audit firm of the Company can be appointed as the member of the AC. This measure is implemented to preserve the independence of the audit of the Company's financial statements.</p> <p>Currently, none of the members of the AC are former audit partners of the Company.</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 9.3

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 AC is entrusted by the Board with the responsibility of overseeing the integrity and reliability of the Group's financial reporting and ensuring the independence and effectiveness of the external audit process.</p> <p>To safeguard audit quality and uphold confidence in the integrity of the financial statements, the AC has conducted an annual assessment based on criteria such as the quality of the audit engagement, the adequacy of communication and coordination with Management, responsiveness to audit issues, and compliance with applicable professional and ethical standards. The AC also evaluates the independence of the external auditors by reviewing their non-audit services provided to the Group, to ensure that such services do not compromise or appear to compromise the auditors' objectivity.</p> <p>The AC also obtains a written confirmation of independence from the external auditors, as required by the relevant professional standards, to affirm that they are free from any conflict of interest or relationships that could impair their independence.</p> <p>Based on the outcome of these assessments, the AC makes its recommendation to the Board on the appointment or re-appointment of the external auditors at the 26th AGM of the Company.</p> <p>Through these structured procedures, the Board, via the AC, ensures that the external audit process remains independent, transparent and effective in enhancing the credibility and reliability of the Group's financial reporting.</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	:	Adopted
Explanation on adoption of the practice	:	The Company's AC comprises of three (3) members, all of whom are Independent Non-Executive Directors.

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>The AC comprises members with the appropriate mix of qualifications, knowledge, skills and experience to effectively discharge its responsibilities. Collectively, the AC possesses expertise in accounting, finance, corporate governance, risk management and business operations, enabling it to provide effective oversight of the Group's financial reporting process, internal control system, risk management framework and audit functions.</p> <p>All members of the AC are financially literate and possess the necessary knowledge and experience to analyse and evaluate financial statements, consider significant accounting matters, assess audit findings and exercise informed judgement on matters within the Committee's scope of responsibilities.</p> <p>The AC members are committed to continuous professional development and regularly participate in relevant training programmes, seminars and briefings to enhance their knowledge and keep abreast of developments in accounting and auditing standards, regulatory requirements, corporate governance practices and other emerging issues relevant to the discharge of their responsibilities.</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 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 affirms its overall responsibilities for the Group's system of internal control which includes the establishment of an appropriate control environment and framework as well as reviewing its adequacy and effectiveness. The internal control system has been applied to manage risks within cost levels appropriate to the significance of the risks. Accompanying these regular reviews and evaluations of internal control system is a continuous process of identifying, evaluating and managing significant risks which are encountered by the Group.</p> <p>Details of the Group's risk management and internal control framework are set out in its Statement on Risk Management and Internal Control in the Company's Annual Report 2026.</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 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	:	<p>The Board continually monitors the adequacy and effectiveness of the Group's risk management and internal control framework through regular reports and assurance provided by Management, the AC, the outsourced internal auditors and the external auditors.</p> <p>The effectiveness of the framework is evaluated through periodic risk assessments, internal audit reviews, external audit observations and Management's monitoring of key risk exposures and internal control measures. Any control deficiencies and recommendations for improvement are reported to the AC, which monitors Management's implementation of the agreed corrective actions before reporting to the Board.</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 make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The AC is responsible for ensuring the effectiveness and independence of the internal audit function, which serves as an essential component of the Group's governance, risk management, and internal control framework.</p> <p>The internal audit function of the Group is outsourced to an independent professional service firm - Atrium Advisory PLT that is separate from the activities and operations of the Group to preserve objectivity and impartiality. The internal auditors report directly to the AC and have unrestricted access to all relevant records, personnel, and properties within the Group necessary to perform their audit assignments.</p> <p>The AC reviews and approves the annual internal audit plan, scope, and resources to ensure that the audit coverage is adequate and aligned with the Group's key risk areas. The internal audit plan is developed based on a risk-based approach, taking into account the Group's strategic priorities, operational processes, and emerging risk trends.</p> <p>The internal auditors present their audit findings, recommendations, and follow-up reports to the AC. The AC deliberates on the findings, monitors Management's response and implementation of corrective actions, and ensures that internal control weaknesses are promptly addressed to enhance operational efficiency and compliance.</p> <p>The AC also conducts an annual assessment of the performance, competency, and independence of the internal audit function to ensure it remains effective in discharging its responsibilities. The AC is satisfied that the internal audit function has operated independently, with sufficient authority, resources, and professional expertise to provide objective assurance on the adequacy and effectiveness of the Group's internal control system.</p> <p>Further details of the internal audit function are elaborated in the Statement on Risk Management and Internal Control in the Company's Annual Report 2026.</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>During FYE 2026, the internal auditors have conducted their activities in accordance with the Internal Audit Plan that was approved by the AC. In carrying out its internal audit engagements, the internal audit function is carried out in accordance to the International Professional Practices Framework (“IPPF”) issued by the Institute of Internal Auditors (“IIA”) and the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) Internal Control – Integrated Framework as reference frameworks.</p> <p>The outsourced internal audit function is currently headed by Mr Soon Zee Yi who is also an Associate Member of the Institute of Internal Auditors Malaysia and has more than fifteen (15) years of experience in the field of internal auditing. He is equipped with the knowledge and expertise in the realm of risk management, internal controls and governance practices. Mr Soon is also a Chartered Accountant and a member of Malaysian Institute of Accountants and the Director of Atrium Advisory PLT. He is supported by a team of up to five (5) internal audit personnel in completing different internal audit assignments carried out since their appointment.</p> <p>All the internal audit personnel are free from any relationships with the Directors of the Company and has no conflict of interests with the Group, which might impair their independency and objectivity.</p> <p>Further details are disclosed in the AC Report of the Annual Report 2026.</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 Board recognises that maintaining open, transparent, and timely communication with shareholders and other stakeholders is essential to building trust, strengthening relationships, and supporting the long-term sustainability of the Group.</p> <p>As such, the Company is committed to providing stakeholders with balanced, accurate, and comprehensive information on a timely basis to enable informed decision-making. This is carried out through various channels, including announcements to Bursa Securities, the Company's Annual Report, press releases, and regular updates on the Company's corporate website, which serves as the primary platform for disseminating the latest corporate information, financial reports, and governance disclosures.</p> <p>In addition, the Company holds its AGM as the principal forum for engagement between the Board and shareholders. At the AGM, shareholders are encouraged to participate actively, ask questions, and provide feedback to the Board and Management. The Chairman, together with other Directors and the external auditors, are present to respond to shareholders' queries and</p>

	<p>provide clarification on the Group's performance and governance matters.</p> <p>The Board also ensures that disclosures are made in accordance with the MMLR, which govern the release of material information to prevent selective or misleading disclosure.</p> <p>Through these structured communication efforts, the Board demonstrates its commitment to effective, transparent, and consistent stakeholder engagement, thereby reinforcing accountability and good corporate governance practices across 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	:	<table border="1"> <tr> <td></td><td></td></tr> </table>		

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company provides shareholders with at least twenty-eight (28) days' notice prior to the AGM, exceeding the minimum notice period prescribed under the Companies Act 2016 and the MMLR.</p> <p>The extended notice period allows shareholders sufficient time to review the Annual Report and other meeting documents, consider the resolutions to be tabled, and make the necessary arrangements to attend, participate and exercise their voting rights, either in person or by appointing proxies.</p> <p>The Notice of the AGM is announced through Bursa Securities and made available on the Company's corporate website together with the Annual Report and other relevant meeting documents, ensuring timely and equitable access to information for all shareholders.</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 13.2

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>The AGM serves as the primary platform for engaging with shareholders. The Board strongly encourages the shareholders to attend the AGM as they can raise questions during the question-and-answer session in the AGM.</p> <p>All Directors of the Company have attended the 25th AGM which was held on 26 December 2025.</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	:	Departure
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.
Explanation for departure	:	<p>The 25th AGM of the Company was conducted through a physical meeting format. The Board is of the view that the physical meeting provides an effective platform for direct engagement between shareholders, the Board, and Management, allowing for immediate interaction and meaningful discussions on matters relating to the Group's performance and operations.</p> <p>Notwithstanding the absence of remote participation and e-voting facilities, shareholders were able to fully exercise their rights by attending the AGM in person and voting by way of poll. Shareholders who were unable to attend were also entitled to appoint proxies to participate and vote on their behalf, in accordance with the Company's Constitution.</p> <p>The Company remains mindful of the benefits of leveraging technology to enhance shareholder engagement and will continue to evaluate the adoption of suitable digital solutions in future general meetings, taking into consideration the Company's operational requirements and cost considerations.</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

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.

<i>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.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The Directors and the senior management were present at the 25th AGM to respond to the questions posed by shareholders.</p> <p>To facilitate interactive discussions, sufficient time is allocated for a question-and-answer session during the meeting. Questions raised by shareholders are addressed by the Chairman, the relevant Board Committee Chairman, Senior Management or the External Auditors, where appropriate, to ensure that shareholders receive clear, relevant and meaningful responses.</p> <p>The Chairman also ensures that shareholders are provided with equal opportunity to participate in the proceedings and that the meeting is conducted in an orderly, transparent and fair manner, thereby fostering effective dialogue and promoting informed shareholder participation.</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 13.5

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.

<i>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.</i>		
Application	:	Not applicable – only physical general meetings were conducted in the financial year.
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.
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 13.6

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 25 th AGM was published on the corporate website within 30 business days after the AGM was held.
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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