CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	6521
COMPANY NAME	**:**	SURIA CAPITAL HOLDINGS BERHAD
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board sets the Company's strategic directions, values and standards, ensures that necessary resources are in place for the Company to meet its objectives. The Board provides direction and reviews the Management's performance while ensuring its obligations to the stakeholders are understood and met. The fundamental responsibilities of the Board include the following: **a) Define corporate goals and strategies to achieve it.** The Board is responsible to lead and provide guidance and overall input on the strategic direction and aspirations of the Company. Prior to providing input to the Management, the Board deepens its knowledge and gains perspectives from industry experts, market analysis or briefings by the internal strategy teams. The Management is responsible for developing strategies together with the Board that actively guides, challenges, and clarifies the multiple views and assumptions put forward by the Management. **b) Oversee the performance of the Company and determine if the business is being properly managed.** The Board oversees the performance of the Company and determine if the business is being properly managed. A robust corporate performance management approach, centred on Key Performance Indicators (KPIs) is the most efficient method for achieving this objective. KPIs are tailored to directly align with the fundamental values of the Company's strategy as predetermined by the Board. These indicators should mirror the Company's past performance, such as Return on Equity (ROE) and Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA), as well as leading indicators like Capital

	Productivity or Return on Capital Employed (ROCE), number of customer complaints, and attrition rate of high-performing employees. **c) Secure critical talent and skills which are becoming increasingly competitive.** The Board plays a pivotal role in succession planning for both Board Members and Senior Management encompassing appointment, replacement and training. Utilising the Nomination & Remuneration Committee, the Board identifies suitable candidates for both Board and Senior Management roles, ensuring that appointments foster a balanced blend of skills, knowledge, experience, and diversity within the Company. **d) Understand and manage the Company's risks.** The Board ensures that overall corporate risks are measured, and thresholds are controlled within predetermined limits by establishing risk parameters, thresholds, and boundaries for the Company. All risks, including major risk exposures, are consolidated into common metrics such as "cash flow at risk" or "value at risk", providing the Board with an aggregate understanding. It also ensures the presence of sufficient internal controls and clear mitigation plans for major risks, including accountabilities and timeliness. For major risks, the Board evaluates the costs and benefits of risk mitigation, considering the likelihood of occurrence and the magnitude of impact. Instilling a culture of risk identification and management throughout the Company is crucial. The Board sets the right example and fosters the appropriate tone from top to bottom, ensuring thorough risk analysis and assessment are conducted for all significant investments or strategic decisions before Board approval. **e) Have fiduciary responsibilities to act in the best interest of the Company.** The Board, entrusted with fiduciary responsibility, is obligated to act in the Company's best interests. When making financial and strategic decisions, the Board considers the capital market perspective to ensure long-term sustainable value creation. Majority shareholders' perspectives are taken into account and adopted when they align with the interests of all shareholders. Additionally, minority shareholders' interests must be adequately safeguarded. This is commonly achieved by ensuring that all related-party transactions are conducted on an arm's length basis and fully disclosed.

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board is appointed to provide strong leadership for an effective Board and to instil good corporate governance practices. Datuk Hj. Faisyal Bin Datuk Yusof Hamdain Diego is an Independent & Non-Executive Director who is primarily responsible for the orderly conduct and function of the Board and ensures its effectiveness on all aspects of its roles. The Chairman of the Board shall also act as Chairman at general meetings. Key responsibilities of the Chairman include: • Leads Board meetings and discussions. • Sets the Board agenda and ensures that Board members receive complete and accurate information in a timely manner. • Encourages active participation and allows dissenting views to be freely expressed among the Board members. • Manages the interface between the Board and the Management. • Ensures effective communication with stakeholders. • Monitors good corporate governance practices in the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	The positions of Chairman and Group Managing Director/CEO are held by different individuals. Datuk Hj. Faisyal Bin Datuk Yusof Hamdain Diego serves as the Chairman of the Company, while Datuk Ng Kiat Min holds the position of the Group Managing Director (GMD)/CEO of the Company. There is a clear division of responsibilities between the Chairman and the Group Managing Director to ensure a balanced distribution of power and authority within the Board and in the management of the Company. The responsibilities of each role are as follows: Chairman: • Ensures the orderly conduct and functioning of the Board. • Ensures that all Board Resolutions are made collectively and represent the majority's will. • Oversees the Board's agreement on the Company's formulated strategy and monitors its implementation. GMD/CEO: • Executes the policies and decisions of the Board, supervises operations, and coordinates the development and execution of business and corporate strategies. • Formulates and translates strategies into manageable goals and priorities. • Guides the direction of business operations, investments, and other activities based on an effective risk management framework, systems, and controls.
Explanation for departure	:	

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

Intended Outcome

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

Practice 1.4

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

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Board, Datuk Hj. Faisyal Bin Datuk Yusof Hamdain Diego is neither a member of the Audit Committee nor a member in the Nomination & Remuneration Committee. Furthermore, he did not participate in the meetings of these Board Committees throughout the year 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	The Board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices. The Company Secretary, Aileen Kong Siew Ming is entrusted with facilitating the Company's corporate governance processes and holds primary responsibility for ensuring the efficient and effective implementation of the Board's processes and procedures. Reporting directly to the Chairman as the Board's representative, the Company Secretary is accountable to the Board on all governance matters. The Company Secretary is appointed and shall be dismissed by the Board. All directors have direct access to the Company Secretary. Key responsibilities of the Company Secretary include: **<u>Meetings and Minutes:</u>** • Ensuring Directors are notified in advance of Board meetings. • Facilitating timely preparation and distribution of meeting agendas and Board papers. • Recording, maintaining, and distributing minutes of all Board and Board Committee meetings. • Maintaining a comprehensive set of Board papers at the Company's registered address. • Preparing for and attending all annual and extraordinary general meetings of the Company. • Recording, maintaining, and distributing minutes of all general meetings of the Company. **<u>Compliance:</u>** • Overseeing the Company's compliance program and ensuring adherence to legislative obligations. • Ensuring full compliance with requirements of regulatory bodies such as Bursa Malaysia Securities Berhad, Securities Commission Malaysia, and Companies Commission Malaysia. • Providing guidance to Directors on corporate governance principles, requirements, and liability.

	<u>Governance & Administration:</u> • Maintaining a Register of Company policies and procedures approved by the Board. • Updating the Board Charter and related governance documentation, ensuring access for all Directors. • Maintaining a complete list of delegations of authority. • Presenting documents requiring execution under a power of attorney at Board meetings as per legal requirements. • Providing any other services required by the Chairman or Directors. The Company Secretary keeps herself abreast of the changes and developments in statutory and regulatory requirements, corporate governance and sustainability through continuous training. The training programmes attended by the Company Secretary during the year under review are specified on page 140 of the Annual Report 2025. For further details about the Company Secretary's profile, please refer to page 133 of the Annual Report 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
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	:	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. The Board meeting convenes every two months, with additional meetings scheduled as and when necessary. Meetings for the upcoming year, encompassing those of the Board and Board Committees, are pre-planned to assist Directors in integrating them into their schedules and planning ahead. The Directors receive notice of Board and Board Committees meetings at least seven (7) days before the meeting date except for any special meeting. Board papers, encompassing qualitative and quantitative information such as objectives, background, critical issues, financial implications, risks, strategic fit, and recommendations are circulated to enable informed decision-making by the Board. In 2024, the Board has approved implementation of SOP regarding board meeting materials whereby all Board papers shall be distributed to all Directors at least three (3) days before each Board meeting, allowing ample time for review and for seeking clarifications or further details from the Management or the Company Secretary. The respective department shall ensure their paper is submitted to the Company Secretary before the deadline, otherwise the paper may be drop from the meeting agenda. At Board meetings, presentations and briefings by the Management and external consultants, if applicable, provides relevant information and clarify matters for decision-making. Proceedings of Board and Board Committees meetings are meticulously recorded in minutes by the Company Secretary. Minutes are confirmed at the subsequent meeting, and deliberations and recommendations from Board Committees are presented to the Board for notation and approval as required. The Company Secretary communicates the Board's decisions/recommendations to Management via email circulation, accompanied by relevant extracts from meeting minutes, to prompt

	appropriate action. The Company Secretary will also follow up with the Management on status of actions taken with reference to the previous minutes of meetings for updating the Board in the subsequent meeting as matters arising. Action items would stay as matters arising in the minutes of meetings until the matters are fully resolved. In May 2023, the Company Secretary together with the Group IT initiated digitalisation efforts by introducing the paperless board meetings through the internally developed SG Portal system/platform. This platform enables the Company Secretary to upload the meeting materials, granting Directors' access to these documents anytime and anywhere. The implementation of paperless board meetings during the year 2023 has significantly enhanced the Board's effectiveness and efficiency in fulfilling its duties during board meetings. At the same time, the usage of papers and resources for despatch of meeting materials are significantly reduced.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 2.1

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

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

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board has a Board Charter which is published in the Company's website, as well as Terms of Reference (TOR) of its Board Committees, which are reviewed and updated periodically to reflect relevant changes to the policies, procedures, and processes as well as amendments to rules and regulations to ensure the documents remain relevant and consistent with the applicable rules and regulations and recommended best practices.

The Board Charter and the Board Committees' TOR clearly identify:
• The respective roles and responsibilities of the Board, Board Committees, individual Directors, and Management; and
• Issues and decisions reserved for the Board. The Board Committees' TOR have been revised to reflect the relevant updates of Malaysian Code on Corporate Governance 2021.

The Board Charter and the Board Committees' TOR are accessible from the Company's corporate website at www.suriagroup.com.my/corporate governance/.

In line with the requirement under the Bursa Main Market Listing Requirements, the Company had formed several Board Committees to assist the Board and Management in its operations towards achieving the optimum governance framework:

<table>
<tr><th>COMMITTEE</th><th>CURRENT MEMBERSHIP</th><th>COMPOSITION</th><th>KEY ROLES</th></tr>
<tr><td>Nomination & Remuneration Committee (NRC)</td><td><u>Chairman</u>
Kee Mustafa

<u>Members</u>

Datuk Ahmad Rizal Bin Dahli

Michael Tong Yin Shiew, J.P.</td><td>The Chairman is a Senior Independent & Non-Executive Director.

One of the members is an Independent & Non-Executive Director.</td><td>• Assists in finding suitable candidates, evaluates nominations received, and recommends to the Board for appointment of Directors.

• Examines and advises on the Group's remuneration policy, ensuring it mirrors industry norms and contributions.</td></tr>
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					• Identifies, evaluates, and proposes appointments for Top Management and Senior Management positions. • Manages the remuneration process for the Board, Top Management, and Senior Management. •Proposes recommendations to the Board for endorsement regarding Group People's policies and remuneration for employees throughout the Group.
		Audit Committee (AC)	<u>Chairman</u> Michael Tong Yin Shiew, J.P. <u>Members</u> Datuk Alexandra Chin @ Fui Lin, J.P. Datuk Ahmad Rizal Bin Dahli Emmie M Idang	The Chairman has the necessary qualification in accordance with Paragraph 15.09(1)(c) of the Main Market Listing Requirements. The Committee comprises of Non-Executive Directors with the majority being Independent Directors.	• Acts as a forum to discuss internal control issues and contributes to the Board's review on the effectiveness of the Group's internal control and risk management systems. • Conducts a review on the internal audit functions to ensure the adequacy of the audit plan and scope, functions and resources of the Group Internal Audit Department and that it has the necessary authority to carry out its work impartially.
		Risk Management & Governance Committee (RMGC)	<u>Chairman</u> Ir. Jerome Jimbangan @ Terence <u>Members</u> Datuk Hj. Faisyal Bin	The Chairman is an Independent & Non-Executive Director. The Audit Committee Chairman is	• Responsible to maintain a sound system of internal control that covers not only the financial aspects but also the operations, risk management and compliance control to safeguard shareholders'

	Datuk Yusof Hamdain Diego Michael Tong Yin Shiew, J.P. Datuk Chee Shok Ting (Appointed on 22 April 2025)	also a Committee member. The Committee comprises of Independent , Non-Independent & Non-Executive Directors.	interest and the Group's assets. • Oversees and recommends to the Board for approval the Group's principles, policies and strategies on sustainability.
Investment Committee (IC)	<u>Chairman</u> YB Datuk Dr. Hj. Yusof Bin Hj. Yacob <u>Members</u> Datuk Hj. Faisyal Bin Datuk Yusof Hamdain Diego Datuk Alexandra Chin @ Fui Lin, J.P. Ir. Jerome Jimbangan @ Terence	• The Chairman is a Non-Executive Director. All Members are Independent & Non-Executive Directors.	• Assists the Board in reviewing investment objectives, strategies, policies, and guidelines and to recommend strategic directions in governing the investment activities of the Group to the Board.

The Board and the Management clearly draw their boundaries with regards to their roles, as directed and guided by the Board Charter as follows:

	BOARD'S ROLE	MANAGEMENT'S ROLE
Strategy Development and Target Setting	• Challenges assumptions, priorities and options developed and recommended by the Management in the strategic planning process. • Reviews the corporate and business plans, corporate budget and sets performance	• Develops strategic direction and plans for the Company based on agreed strategic direction and focus. • Implements corporate and business plans as per the Board-approved strategic plan and corporate budget. • Coordinates the development of the corporate and business plans and the utilisation of

		targets for the Management.	corporate budget across all business units.
	Performance Management	• Reviews, approves, and provides feedback on corporate Key Performance Indicators (KPIs) and targets. • Reviews operational and financial results on a quarterly basis, discusses material variances, and ensures that corrective actions are taken, if required.	• Establishes corporate KPIs. • Cascades KPIs throughout the organisation. • Monitors KPIs with business units, investigates variances and develops corrective actions, if required.
	Human Capital Management	• Selects and proactively plans for succession of the Management. • Reviews the performance management philosophy. • Endorses the development plan of those in pivotal positions. • Understands the pool of potential future leaders.	• Develops and implements the Company's performance management system. • Evaluates leadership performance and potential of all executives. • Identifies the top talent pool and closely manages their performance and identifies training needs.
	Risk Management	• Sets the Company's risk parameters and risk appetite. • Understands strategic risk exposures and ensures appropriate risk mitigation approaches are in place.	• Implements the Board Risk Policy. • Implements risk management process of establishing context, risk assessment and risk treatment. • Manages all risks within the

		• Considers internal and external risk factors. • Reviews the Board Risk Policy to ensure that it continues to remain current and relevant.	boundaries set by the Board. • Instils risk management culture throughout the Group.
	Stakeholder Management	• Manages and reviews economic impact on stakeholders' interests and demands. • Supports the Management in managing key stakeholders.	• Manages all stakeholders' interests within boundaries as agreed with the Board.

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

Intended Outcome
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	:	On September 22, 2020, the Board approved and implemented the SuriaGroup People Manual, effective January 1, 2021. This manual encompasses SuriaGroup People Policies, Terms and Conditions of Service, and Code of Conduct pertaining to People Management, Engagement, Culture, Centre of Excellence, and Performance and Strategy. The SuriaGroup Code of Conduct outlines standard expectations for employee behavior, emphasising loyalty, honesty, diligence, and integrity. It prohibits actions that could compromise job performance, endanger safety, damage property, or harm SuriaGroup's reputation. The code establishes ethical standards and disciplinary measures for employees of all levels who must adhere to its policies. Additionally, on June 29, 2020, the Board approved and implemented the SuriaGroup Anti-Corruption and Bribery Policy & Procedures (ACBPP). This policy mandates a zero-tolerance approach towards corruption and bribery, aligning with Malaysian laws, particularly Section 17A of the MACC Act 2009. The ACB P&P outlines procedures for addressing corruption and bribery issues and ensures the Group's compliance with anti-corruption laws. It aims to prevent and detect corrupt practices, safeguarding the Group against potential penalties. On 29 July 2024, the Board has approved and implemented the Conflict of Interest Policy & Procedure. This policy serves to safeguard SuriaGroup from any adverse impact arising from conflicts of interest by establishing clear guidelines for identifying, assessing, and managing such situations. The policy outlines structured procedures to ensure that individuals within SuriaGroup make decisions that are impartial, objective, and in the best interest of the company. By proactively managing conflicts of interest, we reinforce our commitment to ethical business practices and sustainable corporate governance.

	The Board also had on 29 July 2024, approved the SuriaGroup Organisational Anti-Corruption Plan 2024-2028 ("OACP"). This OACP will be the guiding principle for SuriaGroup in promoting good governance, developing human capital with the highest ethical values and adopting ethical business practices. This OACP contains guidelines for implementing and monitoring corruption risks, identifying risk areas in each department within the SuriaGroup. The implementation of plan is spread out into 5 years starting from 2024 until 2025. Both the SuriaGroup Code of Conduct and ACB P&P are accessible to the public at www.suriagroup.com.my/corporate-governance/.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	On August 28, 2012, the Board approved the SuriaGroup Whistleblowing Policy, which provides an internal framework for monitoring and addressing disclosures of misconduct in a responsible manner, in line with internal protocols. Each disclosure is handled appropriately, taking into account the seriousness or nature of the misconduct. The policy safeguards whistleblowers from retaliation and ensures the confidentiality of their disclosures. Additionally, it ensures fair treatment for both whistleblowers and individuals accused of misconduct. The SuriaGroup Whistleblowing Policy is accessible at www.suriagroup.com.my/corporate-governance/.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	Responsibility for overseeing sustainability governance within the Company is shared by the Board and Management. This includes setting the Company's sustainability strategies, priorities, and targets, which are integrated into the Business Plan. In fulfilling their duties, the Board considers sustainability factors when implementing and managing the Company's business plans, strategies, risks, and opportunities. Meanwhile, the Management takes lead in managing significant sustainability matters on a day-to-day basis and ensuring an effective execution of sustainability strategies and plans. The Sustainability Governance Structure which outlines the roles and responsibilities of the Board of Directors, the Risk Management & Governance Committee Sustainability Project Management Office (Sustainability Unit) and the Sustainability WorkingGroup (SWG) can be found on page 65 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board plays a crucial role in shaping the Company's long-term strategy and success by ensuring that sustainability strategies, priorities, and targets, along with performance against these targets, are effectively communicated to both internal and external stakeholders. To disseminate these updates, SuriaGroup's sustainability journey is comprehensively detailed in the annual Sustainability Statement, a component of the Company's Annual Report. This information is available in both hard copy and on the Company's website. The Sustainability Statement can be found on pages 54 to 119 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.3
The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application :	Applied	
Explanation on application of the practice :	To ensure the Board remains informed and knowledgeable about sustainability issues pertinent to the Company and its operations, Directors are mandated to participate in sustainability-related programs such as conferences, seminars, and training sessions. During the year under review, several Directors participated in sustainability-focused trainings, as follows: • 2nd International Business Events Forum • MIA International Accountants Conference 2025 – Collaborative Leadership for a Sustainable Future • Cruise World Asia 2025 & Port Leaders Roundtable • Navigating the National Sustainability Reporting Framework (NSRF) & Latest Bursa Listing Requirements • The Financial Implication of ESG: TCFD, ISSB, and IFRS Frameworks and Reporting • ESG Forum 2025 • Audit Committee Conference 2025 (includes ESG oversight and governance themes) • Leading on Innovation: Fostering Team Trust and Bold Thinking	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Despite of the departure during the year under review, the Company has engaged an independent expert to conduct the Board and Directors Effectiveness Evaluation (BDEE) and Individual Director Evaluation (IDE) on the Boards for the year 2023, where the evaluation findings are the Board is guided by a distinguished Chairman with extensive experience and strong industry recognition, and is supported by four (4) Board Committees. The Board operates in a formal and professional manner, working cohesively to effectively fulfil its broad range of duties and responsibilities. It remains dedicated to driving sustainable long-term growth, ensuring seamless collaboration between Board members and management to efficiently oversee the Company's operations, business strategies, and investments. In terms of overall performance, the Board has consistently met expectations for a high-performing governance structure, with no significant concerns arising from the effectiveness review. Nevertheless, the Board acknowledges opportunities for ongoing improvement and is committed to exploring avenues for further strengthening its performance. However, due to certain internal factors, the formal Board performance evaluation was not conducted for the year 2025. The Company intends to monitor continuous improvement based on the evaluation result done in 2023 and considering to resume the evaluation process in the as recommend by Practice 6.1 to ensure continuous monitoring and improvement of Board effectiveness.	
		Please provide an alternative practice and explain how the alternative practice meets the intended outcome.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Practice 4.5- Step Up
The board identifies a designated person within management, to provide dedicated focus to manage sustainability ,strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	The Group Corporate Affairs and Communication Department has been assigned the responsibility of Sustainability Project Management Office (Secretariat), functioning as a project management team to drive, compile data, track and report on the sustainability efforts and progress. The Sustainability Secretariat works closely with the Sustainability Working Group for data collection and analysis and thereafter prepare Sustainability Statement/Report for endorsement by the Board. During the year, the Group has established a Sustainability Department to strategically oversees sustainability efforts.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Nomination & Remuneration Committee (NRC) conducts an annual review of the Board Succession Plan which involves examining the composition, tenure, skills, and experience matrix of the Board. During this process, the NRC evaluates the performance of Directors who shall retire by rotation and seeking for re-election at the Company's Annual General Meeting (AGM). This assessment considers the Directors' competencies, commitment, contribution, performance, independence, and their ability to act in the Company's best interest as a whole. Concurrently, the Company Secretary notifies the substantial shareholder of the Company on the Directors who are standing for re-election at the Company's AGM for their acknowledgement and concurrence prior to issuing the Notice of AGM.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied
Explanation on application of the practice	:	The Board's composition adhered to Chapter 15, Paragraph 15.02 of Bursa Malaysia's Main Market Listing Requirements regarding the presence of Independent Directors. Specifically, it met the criteria of having at least two (2) Independent Directors or one third (1/3) of the Board of Directors being Independent Directors. The Company has majority of six (6) Independent & Non-Executive Directors out of ten (10) Directors as of 31 December 2025. The Board composition as of 31 December 2025 comprised as follows: **BOARD COMPOSITION** — **NO. OF DIRECTOR** Independent & Non-Executive — 6 Non-Independent & Executive — 1 Non-Independent & Non-Executive — 3
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.3
The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

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

Application	:	Applied
Explanation on application of the practice	:	There is only one (1) Independent & Non-Executive Director who has reached the cumulative term limit of more than nine (9) years as at 31 December 2025. However, the Company during its 42nd Annual General Meeting (AGM) held on 25 June 2025, the Company has sought the shareholders' approval through a two-tier voting process to retain him as an Independent Director beyond nine (9) years. In 2026, the Company wishes to retain him as an Independent Director as the Board is of the opinion that he is an important Senior Independent Director in view of his many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Director. Upon reaching twelve (12) years of service on 1 July 2026, the Board intends to pass a resolution to retain him as a Non-Independent Director, in compliance with Bursa Malaysia Listing Requirements and the Malaysian Code on Corporate Governance (MCCG).
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 5.4 - Step Up
The board has a policy which limits the tenure of its independent directors to nine years without further extension.

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Directors of the Company have diverse professional backgrounds such as sociology, economics, accounting, finance, public service, business administration, law, medical, and engineering, collectively bring a broad spectrum of competencies, technical skills, and relevant business experience. This diversity ensures the Group maintains a competitive edge across its industry segments, upholding a solid reputation for technical and professional competence. In the selection process for Board appointments, both the Nomination & Remuneration Committee (NRC) and the Board meticulously assess candidates based on various criteria, including their experience, skills, competencies, knowledge, potential contributions, and boardroom diversity (including age, cultural background and gender). Likewise, the evaluation for Senior Management appointments involves cooperation among the Group Managing Director, Group People Department, and Head of Companies, aligned with operational needs. Candidates undergo rigorous selection procedures before being recommended to the NRC and Board for approval. Board approval for Senior Management appointments depends on objective criteria, diversity in skills, experience, age, gender, and potential contributions to the Group. Directors appointed should be able the devote the required time to serve the Board effectively. Article 105(g) of the Company's Constitution states that the offices of Directors shall become vacant if the Directors are absent for more than 50% of the total Board of Directors' meetings held during a financial year. Thus, the office of the Directors will be vacated if the attendance falls below 50%.
Explanation for departure	:	

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

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

Practice 5.6
In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

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

Application	:	Applied
Explanation on application of the practice	:	The Board has established a Nomination & Remuneration Committee (NRC). This Committee assists in the identification of suitable candidates, evaluates them, and subsequently recommends them to the Board for Director appointments. In the process of identifying potential Director appointees, the Board doesn't solely rely on recommendations from existing Board members, Management, or major shareholders. Instead, it also utilises independent sources to identify qualified candidates. The duties and responsibilities of the Committee include: • Recommends candidates for all directorships to be filled by companies within the Group. • Considers directorship candidates proposed by the Group Managing Director and, where feasible, from any other Senior Officer or Director or Shareholder. • Recommends to the Board, Directors to fill the seats in Board Committees. • Assesses the Board's size to ensure its effectiveness. • Ensures that at least one-third (1/3) of Directors retire from office at each annual general meeting as per the Company's Constitution. • Reviews annually the required mix of skills, experience, and other qualities, including core competencies, that the Non-Executive Directors should bring to the Board and disclosing this information in the Annual Report. • Assesses annually the effectiveness of the Board as a whole, Board Committees, and the contribution of each individual Director based on the implemented processes. Upon accepting appointment, a Director must commit sufficient time to fulfil their duties and declare to the Board any other significant interests / potential conflict of interests. Additionally, before accepting a new directorship, the Director must notify the Chairman and the Company Secretary on his/her directorships held in other companies.

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

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

Practice 5.7
The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	The Nomination & Remuneration Committee (NRC) thoroughly assessed Directors' qualifications for appointment and re-election, considering their competencies, dedication, contributions, and their ability to act in the best interest of the Company. In its meeting on 15 April 2026 the Board has endorsed the re-election of certain Directors. These endorsements are in accordance with the applicable Articles of the Company's Constitution and are subject to consideration at the upcoming 43rd Annual General Meeting (AGM) of the Company: Article 94 of the Company's Constitution i) Kee Mustafa ii) Ir. Jerome Jimbangan @ Terence Article 101 of the Company's Constitution i) Datuk Seri Panglima Abd Rahman bin Dahlan The profile of the Directors retiring by rotation and eligible for re-election is set out on pages 122, 124 and 127 of the Annual Report 2025. Practice 5.3 of the Malaysian Code on Corporate Governance 2021 i) Kee Mustafa. Upon reaching twelve (12) years of service on 1 July 2026, the Board intends to pass a resolution to retain him as a Non-Independent Director, in compliance with Bursa Malaysia Listing Requirements and the Malaysian Code on Corporate Governance (MCCG).
Explanation for departure	:	

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

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

Practice 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Nomination & Remuneration Committee is a Senior Independent & Non-Executive Director. Further details of the Chairman of NRC Committee can be found on page 124 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.9
The board comprises at least 30% women directors.

Application :	Applied	
Explanation on application of the practice :	The Company in year 2025 was following the updated Malaysian Code on Corporate Governance (MCCG 2021), Practice 5.9 to have at least 30% women directors on the board. In summary, as at 31 December 2025, the Company has four (4) women Directors namely Datuk Ng Kiat Min, Datuk Alexandra Chin @ Fui Lin, J.P. ,Ms. Emmie M Idang, J.P and Datuk Chee Shok Ting.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has yet to establish a policy regarding gender diversity for both the Board and Senior Management.	
		The Company is mindful of the necessity for gender diversity within both the Board and Senior Management, and endeavours to adhere to these requirements. Despite of the absence of such policy, the Company always monitor its compliance on the practice related with gender diversity. Besides, as at 31 December 2025, the Board complied with requirement to have at least 30% women directors in the board.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

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

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

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied
Explanation on application of the practice	:	The Company engaged an independent expert to carry out the Board and Directors Effectiveness Evaluation (BDEE) and Individual Director Evaluation (IDE) in 2023. The evaluation concluded that the Board is led by a distinguished Chairman, who is well-respected and brings extensive experience. The Board operates in a professional and cohesive manner, supported by four (4) Board Committees, effectively fulfilling its duties and responsibilities. The findings indicated that the Board continues to be focused on driving sustainable, long-term growth, ensuring smooth collaboration between Board members and management to oversee the Company's business operations and investments. The Board's performance met high governance standards, with no major concerns raised in the evaluation. However, the formal evaluation process was not conducted in 2025. Despite this, the Company intends to continue monitoring performance improvements based on the evaluation conducted in 2023. Moving forward, the Company plans to resume the formal evaluation process as recommended by Practice 6.1 in 2026, to ensure ongoing improvements in Board effectiveness.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	The Nomination & Remuneration Committee (NRC) considers the demands, complexities and performance of the Company as well as skills and experiences required in determining the remuneration of Directors and Senior Management. The NRC recommends the Non-Executive Directors' remuneration before tabling to the Board prior to endorsement by the members during the Annual General Meeting. The NRC and the Board also make necessary reference to industry practice involving comparable organisations in making the recommendations. The NRC ensures that the Executive Director does not participate in making decisions on his/her own remuneration package. Remuneration of Executive Director is approved by the Board. Similarly, the appointment and remuneration packages for Senior Management are subject to recommendation of the NRC and approved by the Board. In 2023, the Group has engaged a consultant to conduct a remuneration study of the employees as well as study on the remuneration package of the Non-Executive Directors of the Group. The study which had been benchmarked against the market and industry practice, was concluded in year 2023. The recommendations by the consultant had been presented to the NRC who then commend for Board approval. The Board had approved the implementation of the revised remuneration for the employees and the Non-Executive Directors of the Group effective from 1 January 2024. This exercised is to be spread out into 3 years implementation from 2024 until 2026.

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

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

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

Practice 7.2
The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

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

Application :	Applied	
Explanation on application of the practice :	The Nomination & Remuneration Committee is responsible for reviewing and recommending to the Board on the Group's remuneration policy including that of the Executive Director and Non-Executive Directors as well as Senior Management to ensure that their remuneration reflects the industry practice and their contributions to the Group's growth and profitability. The remuneration policy also supports the Group's objectives and shareholders' interests. The Terms of Reference (TOR) of the Nomination/Appointment Committee and the Remuneration Committee are available at www.suriagroup.com.my/corporate-governance/.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

Stakeholders are able to 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	:	Please refer to the Table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Ng Kiat Min	Executive Director	-	-	726	246	166	104,8	2186	-	-	726	246	166	104,8	2186
2	Datuk Hj. Faisyal Bin Datuk Yusof Hamdain Diego	Independent Director	72	225	-	-	4	-	301	72	232	-	-	4	-	308
3	Kee Mustafa	Independent Director	72	24	-	-	-	-	96	122	31	-	-	-	-	153
4	Michael Tong Yin Shiew, J.P.	Independent Director	72	39	-	-	-	-	111	72	39	-	-	-	-	111
5	Datuk Ahmad Rizal Bin Dahli	Non-Executive Non-Independent Director	72	35	-	-	-	-	107	72	35	-	-	-	-	107
6	Datuk Alexandra Chin @ Fui Lin, J.P.	Independent Director	72	27	-	-	-	-	99	72	27	-	-	-	-	99
7	Ir. Jerome Jimbangan @ Terence	Independent Director	72	26	-	-	-	-	98	72	26	-	-	-	-	98
8	Datuk Dr. Hj. Yusof @ Josree Bin Yacob	Non-Executive Non-Independent Director	72	15	-	-	-	-	87	72	15	-	-	-	-	87
9	Emmie M Idang, J.P.	Independent Director	72	22	-	-	-	-	94	72	22	-	-	-	-	94
10	Datuk Chee Shok Ting	Non-Executive Non-Independent Director	59	16	-	-	-	-	75	59	16	-	-	-	-	75
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has yet to adopt the practice.	
		There was no detailed disclosure on named basis for the remuneration of top five Senior Management personnel which include salary, bonus, benefits in-kind and other emoluments. However, summary of the Senior Management's remuneration is included on page 244 of the Annual Report 2025.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Audit Committee (AC) is Michael Tong Yin Shiew, J.P., an Independent & Non-Executive Director and is not the Chairman of the Board. This ensures that the Board can objectively review the audit and risk findings and recommendations. The profile of Michael Tong Yin Shiew, J.P. is set out on page 125 of the Annual Report 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company's Audit Committee (AC) Charter clearly stated that should a former partner of the external audit firm of the Company is to be appointed as the AC, a cooling-off period of at least three years must be observed before he/she can be appointed as a member of the AC. However, the Company never had a former partner of the Company's external audit firm been appointed as a member of the AC. The Company shall observe the cooling-off period requirement of at least three (3) years for appointment of a former partner of the Company's external audit firm (if any) as a member of the AC. Meanwhile, the Charter / Terms of Reference of the AC are consistent with the requirements of the Main Market Listing Requirements of Bursa Malaysia and the updated Malaysian Code on Corporate Governance (MCCG 2021). The AC carried out its duties in accordance with the Charter of the AC and the MCCG 2021.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	Under its Terms of Reference (TOR), the Audit Committee (AC) is responsible for assessing the capabilities and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, reappointment, or termination of the external auditor. The AC meets with the external auditor at least once in a financial year to discuss the audit plan, the audited financial statements, their audit findings and performance. Under its TOR, the AC has expressed authority to communicate directly with the external auditor. The external auditor continues to report to the AC and the Board, of their findings that are included as part of the Group's financial reports with respect to this year's statutory audit on financial statements. Where necessary, the AC will meet with the external auditor without the presence of the Management. The AC meetings with external Auditor are held to discuss the audit plans, findings, and financial statements. External auditor may, conversely, call for a meeting with the AC to discuss issues relating to their audits and other related matters. Other Directors and Senior Management of the Group attend the AC meetings upon invitation. In addition, the external auditor is invited to attend the annual general meeting and are available to answer shareholders' questions on the conduct of the statutory audit and the preparation and content of their audit report.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome
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	:	Not Adopted
Explanation on adoption of the practice	:	Currently there are 3 Independent directors the Audit Committee. The Company is aware on Practice 9.4 and always ensure majority of the member of the Audit Committee are Independent.

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	:	The appropriate level of knowledge, skills, experience and commitment of the Audit Committee (AC) members is critical to its ability to discharge its responsibilities effectively. All members of the AC possess a wide range of necessary skills and experience to discharge their duties. They are financially literate and can understand matters under the purview of the AC including the financial reporting process. At the same time, the members undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices, and rules. The list of trainings attended by the AC members is specified on pages 144 to 145 under the Statement on Corporate Governance of the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Group has in place an effective Enterprise Risk Management (ERM) framework. The main objective of the Board Risk Policy, framework and system is to provide sound risk management to safeguard shareholders' investments, the Group's assets and other stakeholder interests. The Group has established an on-going process for identifying, evaluating, managing and monitoring key risks that may hamper the achievement of the Group's business objectives. Risk assessments are conducted on daily operations, as well as on new ventures and activities, including projects, processes, systems and business activities to ensure that these are aligned with the Group's business goals and objectives. Any risk or opportunity arising from these assessments will be identified, analysed and reported to the appropriate management level for further direction. The Group's risk profiles are monitored through the Risk Management System (RMS). The RMS enables updating of risk profiles based on the latest evaluation either from routine, planned or ad-hoc risk management exercise or programme for effective monitoring, recording and managing of risk for the Group. The RMS was developed to capture and register all key risks, their causes and consequences and the current controls that are in place. It also captures the action plans to achieve the range of risk tolerance acceptable by the Group. Following the completion of each risk assessment exercise, the risk reports are reviewed and discussed with key personnel at operating companies to ensure that risk mitigation plans are carried out within the agreed time frame. Subsequently, the risk reports are tabled to the Risk Management & Governance Committee (RMGC) and the Board for deliberation and approval. Further information on risk management framework and system of internal control are disclosed on pages 151 to 162 of the Statement on Risk Management and Internal Control (SORMIC) in the Annual Report 2025.

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

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

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

Practice 10.2
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	:	**RISK MANAGEMENT FRAMEWORK** **<u>Board Responsibility</u>** The Board has oversight responsibility for the Group's risk management and internal control system and for reviewing its adequacy and effectiveness. The Board's oversight refers to the Board's responsibility to provide the direction for the conduct of the business and affairs of the Group in relation to the Group's risk management and internal control system. The Board approves the Board Risk Policy, the governance structure and sets the risk appetite of the Group. The Board Risk Policy states and affirms the Board's oversight and expectations from Management for the commitment to sound risk management and enhances the Group's ability to deliver its vision, mission and corporate strategies. The Policy also clarifies the Board's governance responsibilities as prescribed in the Malaysian Code of Corporate Governance. It should be noted that the system of risk management and internal control is designed to manage rather than to eliminate the risk of failure to achieve business objectives and therefore can provide only reasonable and not absolute assurance against material misstatement, loss or fraud. **<u>The Risk Management & Governance Committee (RMGC</u>**) The Risk Management & Governance Committee (RMGC), supports the Board in the review of the Group's risk management and internal control system. The RMGC is also in charge of reviewing risk exposures and ensuring resources as well as systems are in place for effective risk management oversight. The main objective of the RMGC is to assist the Board in fulfilling its responsibilities and functions in the following matters: • Overseeing the overall management of identification and assessment of risk exposure of the Group; • Monitoring and reviewing the effectiveness of Enterprise Risk Management (ERM) framework in managing key risks;

	• Overseeing the implementation of the Group's integrity programme and monitoring the overall issue of unethical conduct and corruption within the Group; and • Overseeing and monitoring the effectiveness of the Group's sustainability programme by ensuring that the programme aligns with the Group's long-term strategy. **Management Responsibility** The Management is responsible for implementing the approved frameworks, policies and procedures related to risk management and internal controls. The management, led by the Group Managing Director (GMD), supports the Board in managing the Group's day-to-day risk management activities and Board's governance responsibilities. The Board Risk Policy, specifically detailed the Board's expectations from Management to: • Support the Board to review the effectiveness of its governance responsibilities; • Support the Board in the discharge of its stewardship of the Group and oversight role; • Identify significant risks affecting the Group, select the appropriate risk treatment options, and implement the relevant risk action plans to mitigate those risks, if required; • Assist the Board in developing the strategic direction and monitoring the corporate strategies and corporate plans, considering the opportunities and risks facing the Group; • Ensure the interest of the stakeholders are considered in all business undertakings and results in value creation; • Establish operational policies and procedures and implement appropriate internal control and compliance mechanisms; • Ensure the Group's operations and business undertakings are in compliance with relevant laws, rules and regulations; • Ensure employees are educated on key policies relating to business conduct and ethical behaviour; and • Implement and maintain a Business Continuity Plan to enable the continuity of critical business functions in the event of a disaster. **Group Risk & Integrity Department** The Group Risk & Integrity Department (GRI) is responsible for the overall coordination and implementation of the Board Risk Policy and is responsible for providing risk reports to the RMGC and the Board on a quarterly basis. GRI is also responsible to ensure the Board Risk Policy and the ERM framework continue to remain effective and relevant to the Group. GRI serves to assist the Risk Management Working Committee (RMWC) at the holding and subsidiary company level in identifying, analysing, evaluating and treating their key risks and exposures in support of the effective implementation of the Board Risk Policy.

The Head of GRI reports functionally to the RMGC and the Board, and reports administratively to the Group Chief Financial Officer (GCFO) and the GMD. The respective subsidiary companies are responsible for the management of all identified key risks at the Company level and for ensuring that necessary risk mitigation strategies, control mechanisms and improvement initiatives are carried out effectively and timely.

SYSTEM OF INTERNAL CONTROL

Organisational Structure

The Group's system of internal control is supported by a formal organisational structure, which defines the segregation of roles and functions to facilitate proper implementation of the Group's strategies and day-to-day business activities and defines appropriate lines of accountability and levels of authority which are essential in promoting effective and independent stewardship. Qualified and experienced management personnel have been appointed to oversee the operating companies to deliver the Group's intended results and performance.

Establishment of Committees

Several Board Committees and Management Committees have been instituted to strengthen governance, improve accountability and assist the Board in discharging its duties. The Committees are:

(i) Board Level

The composition of the Board complies with Paragraph 15.02 of Bursa Malaysia's Main Market Listing Requirements (MMLR) as more than one-third of its members are independent directors. A balanced composition of independent directors enables a practical and objective check and balance on the Board's deliberation and decision making. The Board delegates specific responsibilities to the various Board Committees with clearly defined terms of reference to assist the Board in discharging its duties. The Board Committees that had been set up are as follows:

- Audit Committee
- Risk Management & Governance Committee
- Nomination and Remuneration Committee
- Investment Committee

(ii) Management Level

On the Management level, several committees have been established to monitor and ensure effective management and delivery of outcomes of different functions, roles, responsibilities and activities of every department. The Management or Working Committees that had been set up are as follows:

	• SuriaGroup Executive Committee • Sabah Ports Sdn Bhd Executive Committee • Suria Management Committee • Group People Committee • Tender Evaluation Committee • Strategic Planning Working Committee For the financial year under review, the Board is satisfied with the adequacy and effectiveness of the Group's system of risk management and internal control. The Board has received reasonable assurance from the Group Managing Director that the Group's system of risk management and internal control, in all material aspects, is operating adequately and effectively. Further information on risk management framework and system of internal control are disclosed in the Statement on Risk Management and Internal Control (SORMIC) on 152 to 162 of the Company's Annual Report 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 10.3 - Step Up
The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	As at 31 December 2025, the Risk Management & Governance Committee comprises all Independent & Non-Executive Directors.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The Audit Committee (AC) assists the Board in assessing the risks and control environment, oversees the financial reporting process, evaluates the internal and external audit process, and reviews any conflicts of interest situations and related party transactions. The AC meets with the external auditors at least once in a financial year to discuss the financial statements, audit findings, and their performance. The AC acts as a forum for discussion of internal control issues and contributes to the Board's review on the effectiveness of the Group's internal control and risk management systems. The AC also conducts a review of the internal audit function to ensure the adequacy of the scope, functions and resources of the Group Internal Audit Department and that it has the necessary authority to carry out its work impartially The AC ensures that the Group Internal Audit is independent of the activities it audits and reports its audit findings and Management's action plans to address the audit findings to the AC. The Audit Committee Report is provided from pages 163 to 166 of the Company's Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The internal audit personnel in the Group Internal Audit (GIA) Department are free from any relationships or conflicts of interest with any director or major shareholder of the Company which could impair their objectivity and independence. The GIA Department has Seven (7) personnel consists of one (1) Manager, one (1) Assistant Manager, one (1) Senior Executive and four (4) Executives. They have relevant qualifications and possess various skills from accounting to information technology backgrounds and are able to perform the audits on the effectiveness and adequacy of operational, financial and administrative controls and ensure compliance with the Group's authority limits, policies and procedures, requirements of the Securities Commission and Bursa Malaysia's Main Market Listing Requirements as well as other applicable laws and regulations. In addition, the GIA Department also monitors and assesses the effectiveness of internal control structures across the Group. GIA department is headed by Mr. Mohammad Daniel Lim is responsible to present all internal audit reports to the AC with each audit issue supported by GIA's recommendations and the relevant feedback from the Management. As part of the audit process, GIA monitors and verify the implementation of the Management's actions to address audit issues on the next follow-up audit. Mohammad Daniel Lim is a Certified Enterprise-Wide Risk Manager from Asia Risk Management Institute. His profile is on page 134 of the Company's Annual Report 2025. GIA adopts the Committee of the Sponsoring Organisations (COSO) Internal Control Integrated Framework in assessing and reporting on the adequacy and effectiveness of the design, implementation and efficiency of the Group's overall system of internal controls, risk management and governance.

	The Statement on Risk Management and Internal Control (SORMIC) and Audit Committee Report are provided from pages 151 to 166 of the Company's Annual Report 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 12.1
The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	The Company adheres to Chapter 9 of Bursa Malaysia's Main Market Listing Requirements on the timely dissemination of the following information to the public: • Annual and quarterly operational and financial results; • Events occurred throughout the year; • Media releases; and • Minutes of general meetings. The Company also conduct briefings and discussions with analysts and institutional investors which includes briefings via virtual platform. However, price sensitive information will not be discussed unless that particular information has been previously and formally disclosed to the market via immediate announcement to Bursa Securities. The Company has adopted an Investor Relations Policy as an obligation to maintain its corporate credibility and instil investors' confidence in the Company by having a structured approach to the communication of material information. It is the responsibility of the Company as a public-listed company to consistently inform the shareholders, stakeholders and the general public of the Company's development, its management, operations, financial situation as well as its prospects. The Company makes every effort to ensure that all material information is made available as freely and widely as possible. The aim is to fairly and accurately represent the Company so that investors and potential investors can make informed investment decisions. Suria acknowledges the importance of communicating to its shareholders, investors and analysts. In the its effort to enhance communication with the shareholders, the Group Corporate Affairs & Communication had set up an investors' email alert where the company will update shareholders on the latest news and announcements immediately after an announcement is released to Bursa Malaysia. This service is available to shareholders who had registered for the email alert.

	Up-to-date information is accessible via the corporate website at http://www.suriagroup.com.my. General meetings are important platforms for the Board and Senior Management to engage with shareholders to facilitate a greater understanding of the Company's business, governance and performance. The Company leverages on technology to facilitate greater shareholder's participation and enhance the proceedings of general meetings through the distribution of virtual Annual Report in the form of QR Code to the shareholders and encourage remote participation in the general meetings via virtual platform.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

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

Application	:	Applied
Explanation on application of the practice	:	Although the Company is not categorised as a Large Company under the Malaysian Code on Corporate Governance (MCCG), the Company has embarked on the full adoption of Integrated Reporting (<IR>), marking a significant evolution from the traditional annual reporting approach in its 2025 Annual Report. Unlike previous reports, which primarily focus on financial performance and compliance-based disclosures, the Annual Report 2025 offers a more holistic and forward-looking perspective. The report presents a cohesive narrative that connects financial and non-financial information, illustrating how the Company's strategy, governance, performance and prospects create sustainable value over the short, medium, and long term. This approach enhances transparency by integrating environmental, social, and governance (ESG) considerations alongside operational and financial achievements. It also provides greater clarity for stakeholders by linking risks, opportunities and material matters to our broader business model and strategic objectives. The Integrated Report was prepared with reference to the International Integrated Reporting Framework issued by the International Integrated Reporting Council (IIRC), demonstrating the Company's commitment to improving the quality, connectivity, and transparency of its disclosures. This initiative reflects the Company's alignment with best practices in corporate reporting and is in line with Practice 12.2.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

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

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

Application :	Applied	
Explanation on application of the practice :	The Board, pursuant to Section 316(2) of the Companies Act 2016 ensures that shareholders are given sufficient notice and time to consider the Resolutions that will be discussed and decided at the General Meeting. The Notice should provide further explanation beyond the minimum content stipulated in the Bursa Malaysia's Main Market Listing Requirements (MMLR) for the proposed Resolutions to enable shareholders to make an informed decision in exercising their voting rights. The Notice includes details of the proposed Resolutions along with any background information and reports or recommendations that are relevant. The Company complied with the requirement for issuance of Notice of Annual General Meeting (AGM) at least 28 days prior to the meeting. On 30 April 2025, the company had dispatched the Notice of its 42nd Annual General Meeting (AGM) to shareholders, which was more than 28 days requirement under Practice 13.1. The Company had also advertised the Notice of 42nd AGM in three (3) newspapers on 19 May 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The presence of all Directors at General Meetings provides opportunity for shareholders to effectively engage with each one of them. Having the Chairmen of Board Committees and Senior Management present at General Meetings will facilitate these conversations and allow shareholders to raise questions and concerns directly to those responsible. During the Company's 42nd Annual General Meeting held on 25 June 2025, the Chairman of Audit Committee, the Chairman of Risk Management & Governance Committee and the Chairman of Investment Committee attended the meeting. All questions by shareholders had been addressed by the Senior Management team.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.3
Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

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

Application	:	Applied
Explanation on application of the practice	:	**Leveraging Technology at General Meetings** The Company has implemented an electronic poll voting system for all the resolutions set out in the Notice of Annual General Meeting at the general meetings to expedite verification and counting of votes. In addition, the Company appoints one (1) Independent Scrutineer to validate the votes casted at the general meetings. The Company's Constitution also allows a shareholder to attend, ask question and cast its votes at the general meetings via remote participation. With the movement restrictions due to COVID-19 pandemic, the Company had been conducting fully virtual general meetings via remote participation and voting facilities for the Annual General Meetings in year 2020 and 2021. However, in year 2022 - 2025, the Company conducted a fully physical Annual General Meeting. Apart from serving the Notice of General Meeting in printed copy, the Company has also served Notice of General Meeting in electronic transmission by providing a link and QR Code to allow the members to access both the Notice and Annual Report in a click away prior to attending the general meetings. **Enhancing Cybersecurity** The Group's IT Policies and Procedures were further enhanced and updated during the year based on the latest developments in cybersecurity requirements and applicable laws. Firewalls and anti-virus updates are regularly monitored and installed on all computer systems and networks. SuriaGroup continues to strengthen its cybersecurity and enhance data privacy measures. This includes developing a strong defence framework, improving access controls, implementing data encryption,

	conducting regular monitoring, and updating guidelines. Infrastructure upgrades for digitalisation are carried out with cost control through careful planning, prioritising upgrades and leveraging on in-house expertise.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	The 42nd Annual General Meeting (AGM) of the Company held on 25 June 2025 was conducted physically. The Group Managing Director presented slides during the AGM explaining on the Group's financial performance as well as the current issues relating to business industry of the Group, the Group's milestones, achievements and future plans. The Senior Management answered the pre-submitted and live questions posed by shareholders during the Question & Answer session. All answers to the pre-submitted questions as well as the live questions at the AGM was responded by e-mail to the individual shareholder and was published in the Company's corporate website at https://suriagroup.com.my/investorrelations/
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Minutes of the 42nd Annual General Meeting held on 25 June 2025 was posted on the Company's website after 30 business days after the meeting. It is available at the Company's corporate website at https://suriagroup.com.my/investorrelations/	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

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

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