

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0351
COMPANY NAME : LIM SEONG HAI CAPITAL BERHAD
FINANCIAL YEAR : SEPTEMBER 30, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (“Board”) of Lim Seong Hai Capital Berhad (“LSH Capital” or “Company”) is fully committed to upholding high standards of corporate governance across LSH Capital and its subsidiaries (“Group”) with the aim of fostering sustainable business growth and enhancing shareholders’ value over time.</p> <p>The Board Charter outlines the principles governing Board processes and defines the roles, functions, and responsibilities of the Board, including:-</p> <ul style="list-style-type: none">• together with the senior management, promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour;• review, challenge and decide on Management’s proposals for the Company, and monitor its implementation by Management;• ensure that the strategic initiatives and directions of the Company support long-term value creation and include strategies on economic, environmental, social and governance considerations underpinning sustainability;• supervise and assess the conduct and performance of the Management to determine whether the business is being properly managed;• ensure there is a sound framework for internal controls and risk management;• understand the principal risks of the Company’s business and recognise that business decisions involve the taking of appropriate risks;• set the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;• ensure that the senior management has the necessary skills and experience, and there are measures in place to provide

	<p>for the orderly succession of the Board and senior management;</p> <ul style="list-style-type: none"> • ensure that the Company has in place procedures to enable effective communication with its stakeholders; and • ensure the integrity of the Company's financial and non-financial reporting. <p>The Board convenes meeting quarterly to review and address strategic priorities, business performance, financial results and key management and operational matters of the Group. At the Board Meeting held on 27 August 2025, the Board deliberated and approved the Business Plan and Financial Budget for the financial year ending 30 September 2026, in which the business pillars of the Group and future plans were taken into consideration during the discussion. Constructive views and valuable insights were provided by the Board to Management to ensure that the implementation of these plans is aligned with the Group's strategic objective and long-term goals.</p> <p>To effectively discharge its duties, responsibilities and leadership function, the Board has delegated certain authorities and responsibilities to the Board Committees, namely the Audit and Risk Management Committee ("ARMC"), Nomination and Remuneration Committee ("NRC"), and Sustainability Committee ("SC") which operate within their defined terms of reference ("TOR"). The Board Charter and TORs of the respective Board Committees are made available on the Company's website at https://www.limseonghai.com/, under the "Sustainability & Corporate Governance" section.</p> <p>The Board has distinguished matters reserved for its own decision making and those delegated to the Management. Key matters reserved for the Board's approval include limits of authority, strategic business plan, annual budget, core policies and procedures, significant changes in senior management.</p>
Explanation for departure	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure	
Timeframe	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is led by a Non-Independent Non-Executive Chairman, Tan Sri Datuk Seri Lim Keng Cheng ("Tan Sri KC Lim") and assisted by Datuk Lim Keng Guan ("DLKG"), a Non-Independent Executive Vice Chairman. The profiles of Tan Sri KC Lim and DLKG are outlined under the Board's profile in the Annual Report 2025.</p> <p>The key duties and responsibilities of the Non-Executive Chairman and Executive Vice Chairman are explicitly outlined in the Board Charter, which is available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has ensured that the positions of Non-Executive Chairman, Executive Vice Chairman and Group Managing Director ("GMD") are held by different individuals. The Board Charter clearly outlines the distinct roles and responsibilities for each position.</p> <p>Tan Sri KC Lim, the Non-Executive Chairman, is responsible for providing leadership to the Board and overseeing the Board's functions to ensure effective decision-making, compliance with governance standards and alignment with the Group's strategic objectives. He also plays a pivotal role in offering strategic insights, guidance and advice to the Group leveraging his extensive industry experience to shape the Group's strategic roadmap.</p> <p>DLKG, the Executive Vice Chairman, is responsible for overseeing the overall management of our Group's operations, strategic planning and development of the Group's business strategies and direction.</p> <p>Madam Lim Pak Lian, the GMD, acts as the conduit between the Board and Management in ensuring the success of the Group's governance and management function. She is also responsible for overseeing the overall management of our Group's financial and administrative activities as well as the implementation of our Group's business plans, strategies and policies approved by the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	Tan Sri KC Lim, Non-Executive Chairman and DLKG, Executive Vice Chairman do not hold any membership in the Board Committees of the Company. They did not attend nor participate in any meeting of the Board Committees whether by way of invitation or in any other capacity.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the financial year ended 30 September 2025 ("FYE 2025"), the Board was supported by a company secretary, namely Ms Tai Yit Chan, who is suitably qualified, competent and capable of carrying out the duties required. She has the requisite credential and fulfils the qualification requirements of a company secretary as enshrined in Section 235(2) of the Companies Act 2016. To keep abreast of the regulatory developments, she has attended training/seminars conducted by the Malaysian Institute of Chartered Secretaries and Administrators and/or other regulatory bodies.</p> <p>The company secretary circulated the relevant guidelines on statutory and regulatory requirements from time to time for the Directors' reference and briefed the Board members on these updates at Board meetings. The company secretary also notified the Directors and Principal Officers on the closed period for trading in the Company's securities, in accordance with Chapter 14 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements").</p> <p>In addition, the company secretary ensures that deliberations at the Board and Board Committee meetings are well captured, with proper minutes recorded and documented. They also play an important role in the general meetings in ensuring that the due processes and proceedings are in place and properly managed. During the general meetings, the company secretary will facilitate the Chairman and the Board in the conduct of the meetings and ensure that the minutes are properly recorded, particularly questions and issues raised by the shareholders.</p> <p>The company secretary also acts as an advisor to the Board in relation to the Company's Constitution, Board's policies and procedures and compliance with the relevant regulatory requirements as well as adoption of best practices in achieving good corporate governance.</p> <p>All Directors have unrestricted access to the advice and services of the company secretary, enabling them to effectively discharge their duties.</p>

	The roles and responsibilities of the company secretary have been set forth in the Board Charter of the Company.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supplied with relevant information and reports to facilitate the effective discharge of its roles and responsibilities. Furthermore, the Board has full and unrestricted access to all information pertaining to the Group's business and affairs including financial, operational, corporate, business development and compliance matters.</p> <p>Meeting papers and / or other relevant information and documents pertaining to the meeting agenda are emailed to all Board members prior to the Board meeting so as to facilitate effective and quality decision making in dealing with matters arising during the meetings.</p> <p>Directors may request for further information or clarification from Management on matters to be deliberated prior to each meeting to ensure proceedings at the meeting are not interrupted. Management may be invited to the Board and Board Committee meetings to report or present areas within their responsibilities, where necessary.</p> <p>The minutes of meetings of Board and Board Committees are circulated to the Directors and Board Committee members in timely manner. The deliberations and decisions at Board and Board Committee meetings are well documented in the minutes, including matters where Directors abstained from voting or deliberation. The minutes of Board and Board Committee meetings are kept at the registered office of the Company and are available for inspection by any Director during office hours.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:	
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Intended Outcome

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

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

Practice 2.1

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

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

Application	: Applied
Explanation on application of the practice	<p>The Board Charter serves as a guide to the Board in discharging its fiduciary and leadership functions, and upholding sound corporate governance and practices which clearly sets out the roles and responsibilities of the Board, Board Committees and its members, including stewardship role, meeting proceedings, authority and power.</p> <p>The Board Charter addresses the key areas including but not limited to the following:-</p> <ul style="list-style-type: none">(a) Roles and Responsibilities of the Board;(b) Matters Reserved for the Board's Approval;(c) Board Composition and Balance;(d) Appointment and Re-election of Director;(e) Disclosure of Interest(f) Board Processes;(g) Functions of Board Committees;(h) Conduct of General Meeting;(i) Investor Relations and Stakeholders' Communication;(j) Anti-Corruption Compliance Programme;(k) Whistleblowing Policy(l) Code of Conduct and Business Ethics; and(m) Annual Performance Evaluation of the Board, Board Committees and Individual Directors. <p>The Board will review the Board Charter as and when required to ensure it remains relevant with the Board's objectives and responsibilities as well as regulatory developments which applicable. The Board Charter was last reviewed on 27 August 2025 and is made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group is committed in upholding high standard of ethics and integrity. In line with this, the Board has established the Code of Conducts and Ethics ("Code") outlining the standards which the Directors, officers and employees (collectively referred to as "Officers") of the Group are expected to adhere in relation to the business affairs when dealing with each other, shareholders and the broader community.</p> <p>The Code serves as a guide to the Officers in identifying and addressing ethical risk and issues. The Code also provides mechanisms for reporting any unethical conduct and supports the cultivation of a culture of honesty and accountability in the Group.</p> <p>The Code includes, inter alia, matters relating to workplace culture, safe and healthy workplace, conflict of interest, proper use of assets and properties as well as knowledge and information, regulatory compliance, and prohibited activities or misconduct involving gifts, entertainment, hospitality, travel, bribes and corruption, insider trading, money laundering, abuse of power, and discrimination/harassment.</p> <p>The Board values integrity in its dealings and observe zero tolerance towards corrupt or illegal practices undertaken by staff in the course of their work. To this end, the Board has adopted Anti-Bribery and Corruption Policy in the inculcation of high standards of integrity and ethics across the Group as well as in promoting good corporate governance practices and accountability in its businesses and operations.</p> <p>The Code and Anti-Bribery and Corruption Policy are made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of any genuine commitment, demonstrated by employees and other stakeholders to report genuine concerns about unethical behaviours, malpractices, illegal acts or breach of any regulatory requirements that are taking place / have taken place / may take place in the future within the Group. To facilitate this, the Board has adopted a Whistleblowing Policy and Procedure to encourage and assist whistleblowers to report in good faith and in confidence, without fear of reprisals and concerns about possible improprieties.</p> <p>All whistleblowing reports shall be set forth in writing and are directly channelled to the Chairperson of the ARMC and GMD. The reports will be managed by the Chairperson of the ARMC. In the case where the whistleblower reports the improper misconduct of the Chairperson of the ARMC, such reports will be managed by the GMD.</p> <p>The ARMC shall review the credibility of each whistleblowing report, considering the significance and implications of the matter, as well as the likelihood of verifying the allegation from credible sources. If an investigation is necessary, the ARMC shall have the authority to appoint investigating officer to carry out investigation on the matter.</p> <p>Detailed procedures for reporting improper conduct are outlined in the Whistleblowing Policy and Procedure, which is available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 4.1

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

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

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

Application	: Applied
Explanation on application of the practice	<p>The Board has formalised a Sustainability Policy and Sustainability Governance Structure that outline the principles for the conduct of the Group's businesses in a sustainable and responsible manner. These frameworks define the roles and responsibilities of the Board and other key parties in driving the Group's sustainability agenda. The Sustainability Policy and Sustainability Governance Structure are made available on the Company's website at https://www.limseonghai.com/.</p> <p>The Board is responsible for the sustainability strategic direction and performance of the Group. This includes developing strategies that address economic, environmental, and social and governance consideration, while ensuring alignment with the relevant sustainability reporting frameworks and standards.</p> <p>To discharge its sustainability responsibilities effectively, the Board established the SC on 27 August 2025 which comprises three (3) Independent Non-Executive Directors ("INED(s)") of the Company, with the aim of overseeing the sustainability agenda of the Group and ensuring alignment with applicable laws, recognised best practices and stakeholders' expectations.</p> <p>Under the purview of SC is the Sustainability Steering Committee which is led by an Executive Director ("ED") and includes Chief Legal Officer, Head of Corporate Department, Project Director and other related senior management. The Sustainability Steering Committee is responsible for the formulation and recommendation of sustainability strategies and targets, sustainability-linked key performance indicators, allocation of resources, and integration of sustainability risks and opportunities into the Group's existing risk management framework.</p> <p>Sustainability Working Group, led by the respective heads of department across all operational divisions of the Group, is supporting the Sustainability Steering Committee and responsible</p>

	<p>for the day-to-day implementation of the Group's sustainability material matters and provision of quarterly reports to the Sustainability Steering Committee.</p> <p>All information relating to the Group's sustainability-related matters, including key sustainability initiatives and activities are disclosed in the Sustainability Statement of the Annual Report 2025.</p>
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Sustainability strategies, priorities and targets have been integrated into the Company's mission and strategic plan and communicated across the Group. The employees are made aware that sustainability will be a key value driver for the Company and forms part of the Company's business model moving forward.</p> <p>The Company has established a stakeholder engagement practice for respective stakeholder groups, which drives long-term sustainability by providing opportunities to align the business practices with societal needs and expectations.</p> <p>In addition to ongoing dialogues and engagement sessions, the Company will ensure that the Company's website is updated on a timely manner to keep stakeholders informed of major developments of the Group, including the Groups' sustainability strategies and actions undertaken or to be undertaken.</p> <p>The Annual Report 2025 of the Company includes a Sustainability Statement, which discloses the Company's sustainability strategies, priorities and targets as well as performance and it serves as the main communication tool of the Group's sustainability to both internal and external stakeholders.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is dedicated to fulfilling its tasks and responsibilities while considering the effects of current sustainability challenges on the Group and its operations, including climate-related risks and opportunities.</p> <p>The Board stays informed about the latest developments in sustainability through regular updates from the Securities Commission Malaysia and Bursa Securities.</p> <p>The Board has participated in relevant training programmes and will continue to actively seek appropriate training opportunities relating to sustainability matters that are relevant to the Group's businesses.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

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

Application	: Departure
Explanation on application of the practice	
Explanation for departure	<p>As the Company was listed on ACE Market of Bursa Securities on 21 March 2025 and is having financial year end of 30 September, no annual evaluation was conducted for the Board in financial year 2025.</p> <p>The Board takes cognisant of the importance of embedding environmental, social and governance ("ESG") considerations and sustainability measure into the Board's and Senior Management's performance to ensure accountability against the sustainability targets.</p> <p>Subsequent to the FYE 2025, the NRC has completed the Board's evaluation questionnaire relating to ESG or sustainability in November 2025. However, the performance evaluations of Senior Management did not cover sustainability performance evaluation.</p> <p>Once the Company has set the sustainability targets as well as measured the performance against these targets, the sustainability assessment of the Senior Management will be included as part of their Key Performance Indicators (KPI).</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	
Timeframe	

Intended Outcome

The 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.

<i>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.</i>	
Application	: Not Adopted
Explanation on adoption of the practice	

Intended Outcome

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

Practice 5.1

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

Application	Departure
Explanation on application of the practice	
Explanation for departure	<p>The Board delegates to the NRC the responsibility of conducting an annual assessment on the Board's composition, as well as the effectiveness and performance of the Board, Board Committees, and individual Directors.</p> <p>As the Company was listed on ACE Market of Bursa Securities on 21 March 2025 and is having financial year end of 30 September, no annual evaluation was conducted for our Board in the financial year 2025.</p> <p>Subsequent to the financial year 2025, the Board and NRC had carried out the annual evaluation of the Board and Board Committees as a whole and the individual Directors' performance in November 2025. As part of this evaluation, the tenure of each Director has been reviewed to ensure that the Board's composition aligns with the best interests of the Company and adheres to good corporate governance practices. The NRC is satisfied that the current Board composition supports objective and independent deliberation, review, and decision-making.</p> <p>In addition, the Board Charter stipulates that the tenure of an INED shall not exceed a cumulative term of nine (9) years. An INED who has served for this term and wishes to remain as INED shall be subject to valid justification and shareholders' approval at the Annual General Meeting ("AGM"). Upon completion of the cumulative term of nine (9) years, an INED may continue to serve on the Board as a Non-Independent Director.</p> <p>The annual re-election / re-appointment of retiring Directors depends on a satisfactory evaluation of their performance and contributions to the Board and / or Board Committees.</p> <p>Furthermore, the Board has formalised and adopted the Directors' Fit and Proper Policy, which serves as a guide to the NRC and the Board in assessing potential candidates for appointment as</p>

	<p>Directors as well as existing Directors seeking for re-election and re-appointment.</p> <p>Pursuant to the Directors' Fit and Proper Policy, a fit and proper assessment had been conducted against Puan Nurulhuda Hayati Binti Ibrahim ("Puan Nurulhuda") and Puan Alina Binti Abdullah ("Puan Alina") who were duly appointed during the financial year under review.</p> <p>The fit and proper assessment had been also conducted against the following Directors who are due for retirement and seeking re-election at the forthcoming Fifth AGM of the Company:-</p> <ol style="list-style-type: none"> 1. Madam Lee Swee Kheng; 2. Madam Lim Pak Lian; and 3. Mr Lim Keng Hun. <p>Subsequently, the NRC proposed the re-election of the above retiring Directors to the Board for the shareholders' approval at the forthcoming Fifth AGM.</p>
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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	:	<p>The current Board consists of five (5) INEDs and five (5) Non-Independent Directors, reflecting a balance of independence that enables the INEDs to demonstrate their objective judgment, experience, and impartiality without being subordinated to operational considerations. This composition mitigates any conflict of interest or potential conflict of interest between policymaking and the daily management of the Group's operations. No individual or group has unrestricted authority or influence over the Board's decision-making process.</p> <p>Furthermore, the Board, with the assistance of the NRC, evaluates the independence of INEDs annually to ensure they are free from any business or relationships that could materially impact their independent judgment or their ability to act in the Group's best interests.</p> <p>Based on the results of evaluation conducted in November 2025, the Board was satisfied that each INED has fulfilled the independence criteria set out in the Listing Requirements.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	At present, none of the INEDs serving beyond the cumulative terms of nine (9) years.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	Applied																																	
Explanation on application of the practice	Selection criteria for Directors and senior management are based on an effective integration of competencies, skills, extensive experience and knowledge in order to strengthen the Board and senior management. The Board and senior management possess a mix of financial and accounting, business administration and other backgrounds which when working in synergy, could provide the Company with considerable experience in a wide range of activities. In evaluating the suitability of the candidates for appointment of Board and Senior Management, the Board and the NRC considers salient attributes such as the skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of INEDs, our NRC shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from INEDs. The current diversity of the Board in terms of nationality, age, and gender is as follows:-																																	
	<table border="1"><thead><tr><th rowspan="2"></th><th colspan="5">Age Group</th><th colspan="2">Gender</th><th>Nationality</th></tr><tr><th>30-39</th><th>40-49</th><th>50-59</th><th>60-69</th><th>>70</th><th>Male</th><th>Female</th><th>Malaysian</th></tr></thead><tbody><tr><td>Number of Directors</td><td>1</td><td>1</td><td>1</td><td>5</td><td>1</td><td>6</td><td>4</td><td>10</td></tr></tbody></table>									Age Group					Gender		Nationality	30-39	40-49	50-59	60-69	>70	Male	Female	Malaysian	Number of Directors	1	1	1	5	1	6	4	10
	Age Group					Gender		Nationality																										
	30-39	40-49	50-59	60-69	>70	Male	Female	Malaysian																										
Number of Directors	1	1	1	5	1	6	4	10																										
	The appointment of Key Senior Management is carefully evaluated, with decisions based on internally established criteria that encompass skill sets, integrity, and leadership qualities, aligned with their job descriptions. Additionally, diversity in experience, age and gender will also be considered. The current diversity of Key Senior Management is detailed in the table below:-																																	
	<table border="1"><thead><tr><th rowspan="2"></th><th colspan="5">Age Group</th><th colspan="2">Gender</th><th>Nationality</th></tr><tr><th>25-29</th><th>30-34</th><th>35-39</th><th>40-44</th><th>45-49</th><th>Male</th><th>Female</th><th>Malaysian</th></tr></thead><tbody><tr><td>Number of Key Senior Management</td><td>1</td><td>0</td><td>2</td><td>-</td><td>2</td><td>3</td><td>2</td><td>5</td></tr></tbody></table>									Age Group					Gender		Nationality	25-29	30-34	35-39	40-44	45-49	Male	Female	Malaysian	Number of Key Senior Management	1	0	2	-	2	3	2	5
	Age Group					Gender		Nationality																										
	25-29	30-34	35-39	40-44	45-49	Male	Female	Malaysian																										
Number of Key Senior Management	1	0	2	-	2	3	2	5																										

	<p>According to the Company's Board Charter, a Board member may accept a directorship with other listed issuers while in office, provided that the appointment does not conflict with the Company's business or adversely impact the Director's performance on the Board. All such appointments must be reported to the Board Chairman prior to acceptance, including an estimate of the time commitment required for the new role. The company secretary must also be notified of any new appointment.</p> <p>During the financial year under review, Puan Nurulhuda and Puan Alina were duly nominated and appointed.</p>
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

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	Departure
Explanation on application of the practice	
Explanation for departure	<p>The TOR of NRC specifies that the identification of candidates for Board appointments shall not be limited to recommendations from the GMD and within the bounds of practicability, from the existing Board members, Management, or major shareholders. The Board may also utilise independent sources, such as Directors' registry, industry and professional associations, open advertisements, and independent search firms, to find suitably qualified candidates.</p> <p>The appointment of new Directors is currently a matter reserved for the Board's approval, upon appropriate recommendation from the NRC. In identifying potential candidates, the Board leverages its existing network as well as referrals from Directors, senior management and major shareholders, if necessary. The Board is of the opinion that this is a proven approach for sourcing high-calibre Directors with sound understanding of its business.</p> <p>The NRC conducts an annual review on the Board's composition, assessing the factors such as appropriate size, required mix of skills and experience, core competencies, diversity, and the current and future needs of the Company. The NRC, having assessed the current Board's size, concluded that the current Board is well balanced with appropriate number of Independent Directors and women Directors which is conducive for effective discussion and decision-making.</p> <p>During the financial year under review, Puan Nurulhuda and Puan Alina were duly nominated and appointed.</p> <p>The appointment of Puan Nurulhuda and Puan Alina were thoroughly assessed based on their competence, integrity, character, time commitment and experience as well as their fit and proper criteria in accordance with the TOR of NRC and Directors' Fit and Proper Policy of the Company. Both Puan Nurulhuda and</p>

	<p>Puan Alina have fulfilled the criteria of being INEDs as prescribed in Listing Requirements.</p> <p>However, the Board and the NRC will not hesitate to utilise independent sources to identify suitably qualified candidates, when necessary.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

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	: Shareholders are kept informed on the Board's decision in respect of the appointment of a Director via announcements to Bursa Securities and updates on the Company's website. The performance, contribution, effectiveness, independence (as the case may be) as well as fitness and propriety of the retiring Directors who are standing for re-election were duly assessed by the NRC and Board. The profiles of Directors who are due for retirement and standing for re-election are detailed in the section on Directors' Profile of the Company's Annual Report 2025 for shareholders to make informed decision at the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

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

Practice 5.8

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

Application	:	Applied
Explanation on application of the practice	:	The NRC is comprised exclusively of INEDs and is chaired by Dato' Wang Sze Yao @ Wang Ming Way, an INED.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied
Explanation on application of the practice	:	<p>During the FYE 2025, the Board comprises ten (10) Directors on the Board. Out of ten (10) Directors, four (4) are female Directors, namely Madam Lim Pak Lian, Madam Lee Swee Kheng, Puan Nurulhuda and Puan Alina, which constitute 40% female representation on the Board.</p> <p>The Board recognises the importance of boardroom diversity and acknowledges the MCCG recommendation to achieve at least 30% female representation on the Board. The Board fully supports the initiative to enhance gender diversity on the Board. In line with this commitment, suitably qualified female candidates who can contribute to the Board will be considered for appointment in the event of any vacancy arises.</p> <p>Nevertheless, the Board will continue to assess candidates based on merit against objective criteria such as competencies, commitment, contribution and performance, while having due regard to the benefits of diversity and the needs of the Board when assessing Board composition or identifying suitable candidates for appointment or re-election to the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.10

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the value of having a gender-diverse composition, which brings different viewpoints, creativity and market insights, and is committed to promoting diversity at the Board level and throughout the Group. A mix-gendered Board enables better problem-solving capabilities and provides a competitive advantage in serving an increasingly diverse customer base.</p> <p>To support this commitment, the Company has formalised and adopted the Gender Diversity Policy, which outlines measures to achieving and maintaining diversity on its Board and subsequently, across the senior management level and all workforce.</p> <p>The NRC is responsible for ensuring that gender diversity objectives are observed in Board recruitment and succession planning. In assessing the composition and effectiveness Board and key senior management, the NRC shall accord due consideration to a range of factors, including education background, gender diversity, required mix of skills, experience, independence and other qualities, including core competencies, time commitment, integrity and/or other commitments to complement the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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	Departure
Explanation on application of the practice	
Explanation for departure	<p>The Board, facilitated by our NRC, will conduct an annual evaluation to review the performance of each individual Director and the effectiveness of the Board and Board Committees as well as the independence of Independent Non-Executive Directors.</p> <p>The annual evaluation will be conducted on self and peer evaluation model through customised questionnaires guided by the Corporate Governance Guide of Bursa Securities. The evaluation questionnaires will be completed by all Directors on confidential basis and the results of the evaluation and comments shall be summarised and deliberated at the NC meeting and thereafter reported to our Board for discussion.</p> <p>As our Company was listed on ACE Market of Bursa Securities on 21 March 2025 and is having financial year end of 30 September, no annual evaluation was conducted for our Board during the FYE 2025.</p> <p>Subsequent to the FYE 2025, the Board and NRC had carried out the annual evaluation of the Board and Board Committees as a whole and the individual directors' performance in November 2025.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is primarily responsible for maintaining a fair and transparent remuneration framework and policies as well as the remuneration packages of the non-executive Directors ("NEDs"), EDs and Key Senior Management to ensure rewards commensurate with their contributions and to attract, motivate and retain talents with the competitive remuneration packages.</p> <p>Remuneration for NEDs, EDs and the Key Senior Management of the Company are driven by the Remuneration Policy and Procedures.</p> <p>The NRC is also tasked with making recommendations to the Board regarding adjustments to remuneration and/or reward payments for Directors and key senior management, considering their contributions and the Group's financial performance.</p> <p>The Remuneration Policy and Procedure is made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a NRC which comprises three (3) INEDs and is currently chaired by Dato' Wang Sze Yao @ Wang Ming Way, an INED.</p> <p>The NRC is tasked to assist in implementing the Company's policies and procedures and to undertake the following responsibilities pertaining to remuneration:-</p> <ul style="list-style-type: none">• Review and recommend to the Board the remuneration policy and package for the GMD, executive directors, NEDs and if applicable, senior management to reflect their respective responsibilities and contributions, which policy and package are subject to periodic renewal;• Ensure the remuneration arrangements for the Board and, if applicable, senior management align with the Group's long-term business objectives through formulating incentive plans to drive organisational performance including key performance indicators and performance hurdles;• Communicate with shareholders on the remuneration arrangements of the GMD and EDs where necessary to promote accountability and transparency; and• Review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any change it considers necessary to the Board for approval. <p>The Remuneration Policy and Procedure and TOR of NRC are made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 8.1

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

Application	: Applied
Explanation on application of the practice	: The detailed breakdown of the remuneration of Directors for FYE 2025 is disclosed on named basis in the table below.

No	Name	Directorate	Company (RM'000)			Subsidiaries (RM'000)						Group (RM'000)							
			Fee	Allowance	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	
1	Tan Sri Datuk Seri Lim Keng Cheng	Non-Executive Non-Independent Director	60	6	66	-	-	-	-	-	-	60	6	-	-	-	-	66	
2	Datuk Lim Keng Guan	Executive Director	60	6	66	-	84	492	320	13	97	1,006	60	90	492	320	13	97	1,072
3	Lim Pak Lian	Executive Director	60	6	66	-	24	505	328	11	102	970	60	30	505	328	11	102	1,036
4	Lim Keng Hun	Executive Director	60	5	65	-	12	505	328	11	100	956	60	17	505	328	11	100	1,021
5	Lim Ding Shyong	Executive Director	60	6	66	-	7	192	192	15	59	465	60	13	192	192	15	59	531
6	Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob	Independent Director	60	10	70	-	-	-	-	-	-	-	60	10	-	-	-	-	70
7	Lee Swee Kheng	Independent Director	60	10	70	-	-	-	-	-	-	-	60	10	-	-	-	-	70
8	Dato' Wang Sze Yao @ Wang Ming Way	Independent Director	60	9	69	-	-	-	-	-	-	-	60	9	-	-	-	-	69
9	Nurulhuda Hayati Binti Ibrahim	Independent Director	60	6	66	-	-	-	-	-	-	-	60	6	-	-	-	-	66
10	Alina Binti Abdullah	Independent Director	60	6	66	-	-	-	-	-	-	-	60	6	-	-	-	-	66

Intended Outcome

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

Practice 8.2

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

Application	Departure																																								
Explanation on application of the practice																																									
Explanation for departure	<p>The remuneration of our top five (5) senior management are not disclosed on named basis but in bands of RM50,000 due to confidentiality, talent retention challenges and personal security concerns. Retention of senior management is critical to the successful implementation of our Group's strategy plan. The Board is of the view that the disclosure of remuneration of senior management will be detrimental to our Group as it may lead to other competitors in the same industry to 'poach' our experienced senior management personnel.</p> <p>Our Board also believes that the interest of our shareholders will not be prejudiced as a result of the non-disclosure of the top five (5) senior management's remuneration on a named basis.</p> <p>The aggregate remuneration (includes salary, allowances, bonus, benefit-in-kind and other emoluments) and band of remuneration of the top five (5) senior management of the Group for FYE 2025 are set out as follows:</p> <table border="1"><thead><tr><th>Categories</th><th>Company (RM'000)</th><th>Subsidiaries (RM'000)</th><th>Total (RM'000)</th></tr></thead><tbody><tr><td>Salaries</td><td>-</td><td>861</td><td>861</td></tr><tr><td>Fee</td><td>-</td><td>5</td><td>5</td></tr><tr><td>Bonus</td><td>-</td><td>282</td><td>282</td></tr><tr><td>EPF, SOSCO & EIS</td><td>-</td><td>140</td><td>140</td></tr><tr><td>Others</td><td>-</td><td>63</td><td>63</td></tr><tr><td>TOTAL</td><td>-</td><td>1,351</td><td>1,351</td></tr></tbody></table> <table border="1"><thead><tr><th>Range of Remuneration</th><th>Number of Senior Management</th></tr></thead><tbody><tr><td>RM1 - RM50,000</td><td>-</td></tr><tr><td>RM50,001 - RM100,000</td><td>-</td></tr><tr><td>RM100,001 – RM150,000</td><td>1</td></tr><tr><td>RM150,001 – RM200,000</td><td>-</td></tr><tr><td>RM200,001 – RM250,000</td><td>2</td></tr></tbody></table>	Categories	Company (RM'000)	Subsidiaries (RM'000)	Total (RM'000)	Salaries	-	861	861	Fee	-	5	5	Bonus	-	282	282	EPF, SOSCO & EIS	-	140	140	Others	-	63	63	TOTAL	-	1,351	1,351	Range of Remuneration	Number of Senior Management	RM1 - RM50,000	-	RM50,001 - RM100,000	-	RM100,001 – RM150,000	1	RM150,001 – RM200,000	-	RM200,001 – RM250,000	2
Categories	Company (RM'000)	Subsidiaries (RM'000)	Total (RM'000)																																						
Salaries	-	861	861																																						
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RM1 - RM50,000	-																																								
RM50,001 - RM100,000	-																																								
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RM150,001 – RM200,000	-																																								
RM200,001 – RM250,000	2																																								

	RM250,001 – RM300,000	2
	RM350,001 – RM400,000	-
	TOTAL	5
 <i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	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 8.3 - 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						
2	Input info here	Input info here						
3	Input info here	Input info here						
4	Input info here	Input info here						
5	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	:	<p>The ARMC comprises three (3) members, all of whom are INEDs. Madam Lee Swee Kheng chairs the ARMC, whilst Tan Sri KC Lim is the Chairman of the Board. This separation of roles allows the Board to objectively review the ARMC's findings and recommendations.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Section 2.6 of the TOR of ARMC stipulates that any former audit partner of the Company is required to observe a cooling-off period of at least three (3) years before being eligible for appointment as a member of the ARMC.</p> <p>Currently, none of the ARMC members was a former audit partner.</p> <p>The TOR of ARMC is made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The ARMC is responsible for evaluating the capabilities and independence of the external auditors and recommending their appointment, re-appointment, or termination to the Board. To guide this process, the Board has established an External Auditors Policy, which outlines the process of selection and appointment, engagement of non-audit services and annual assessment of the external auditors.</p> <p>The ARMC assesses the external auditors' performance, including their independence and objectivity, competence, audit quality, resource capacity, audit fees and any non-audit services they provided. All non-audit services provided by the external auditors are subject to the approval of the ARMC, with management required to obtain confirmation that the provision of such services does not compromise the external auditor's independence. The external auditors have provided assurance to the ARMC confirming their independence throughout the audit engagement, in accordance with all relevant professional and regulatory requirements.</p> <p>The TOR of ARMC and External Auditors Policy are made available on the Company's website at https://www.limseonghai.com/.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	

Timeframe	:		
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Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The ARMC comprises three (3) members, all of whom are INEDs, namely:-</p> <ul style="list-style-type: none">a. Madam Lee Swee Kheng (Chairperson)b. Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob (Member)c. Dato' Wang Sze Yao @ Wang Ming Way (Member)

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	: Applied
Explanation on application of the practice	: <p>The ARMC is established under the delegated authority of the Board and currently comprises three (3) INEDs.</p> <p>The ARMC members possess a broad range of skills, experience, and expertise, including financial knowledge across various industries, to effectively carry out their designated duties and responsibilities in alignment with the Group's mission and vision.</p> <p>All the ARMC members are financially literate and carried out their duties in accordance with the TOR of ARMC. The qualification and experience of the individual ARMC members are disclosed in the Profile of Directors in the Company's Annual Report 2025.</p> <p>All members of the ARMC have undertaken relevant continuous professional development programmes to keep abreast of relevant industry issues, market development and trends including accounting and auditing standards to enable them to sustain their active participation in the functions of the ARMC.</p> <p>An annual assessment on the performance of the ARMC for FYE 2025 was undertaken by the NRC in November 2025 and the NRC was satisfied with the performance of the ARMC.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	: Applied
Explanation on application of the practice	<p>The Board assumes the overall responsibility in establishing a risk management framework and maintaining a sound system of risk management and internal control throughout the Group to provide reasonable assurance in ensuring the effectiveness and efficiency of the Group's operations. This is not limited to financial aspects of the business but also operational and regulatory compliance. The ARMC has been entrusted by the Board to review the effectiveness of our Group's internal control systems.</p> <p>During the financial year under review, the Group has engaged an Independent professional firm, Axcelasia Sdn. Bhd. ("Axcelasia" or "Internal Auditors") to review the Internal Control systems in accordance with the internal audit plan endorsed by the ARMC.</p> <p>In addition, Cirrus Consulting Sdn. Bhd. was appointed to review the Group's Corruption Risk Management to ensure proper management of bribery and corruption risks within the Group.</p> <p>The findings of the audits and the recommendations for improvement or actions to be taken by Management to rectify the highlighted issues were presented during the ARMC meeting.</p> <p>Any significant issue affecting the existing risks or emerging risks of the business units in the Group as well as the changes to the action plans to address the risks identified, will be discussed during the ARMC meetings and brought to the attention of the Board by the Chairperson of the ARMC.</p> <p>The Board is of the view that the Group's risk management and internal control framework and systems are in place and would continue to monitor and review the effectiveness and adequacy of our Group's risk management and internal control framework to ensure they continue to be resilient and reliable.</p> <p>Details of the risk management and internal control systems adopted by the Group for FYE 2025 are outlined in the Statement on Risk Management and Internal Control in the Company's Annual Report 2025.</p>

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

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	The key features of the Group's risk management and internal control framework are detailed in the Statement on Risk Management and Internal Control in the Company's Annual Report 2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board places significant importance on establishing robust internal controls to safeguard the Group's assets and shareholders' interests.</p> <p>During the FYE 2025, the Board has outsourced its internal audit function to Axcelasia to provide an independent assurance to the Board on of the adequacy, efficiency and effectiveness of the Group's internal control systems.</p> <p>The Internal Auditors maintains its independence while carrying out its responsibilities. It reports to the ARMC and administratively to the Chief Financial Officer. The performance of Internal Auditors is reviewed by the ARMC on an annual basis.</p> <p>Private sessions with the Internal Auditors without the presence of the EDs and Management have been carried out to ensure the Internal Auditors can freely report any concern they have to the ARMC directly.</p> <p>Details of the internal audit function are set out in the Statement on Risk Management and Internal Control and ARMC Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose—

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

Application	: Applied
Explanation on application of the practice	<p>The Group has outsourced its internal audit function to an independent professional services firm, namely Axcelasia. The Internal Auditors conducted their assessment and provided the ARMC with independent and objective assurance on the adequacy and effectiveness of the Group's internal control systems during the FYE 2025.</p> <p>The Internal Auditors report directly to the ARMC. This reporting relationship promotes independence and objectivity, which assures adequate consideration of audit recommendations and planned corrective actions, and gives the internal audit staff the authority needed for full, free and unrestricted access to all operations, records, property and personnel within the Group.</p> <p>Private sessions with the Internal Auditors without the presence of the executive management team were also carried out to ensure that Internal Auditors can freely report any concern they have to the ARMC.</p> <p>The internal audit function is guided by The International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.</p> <p>The internal audit personnel assigned by Axcelasia to our Group are free from any relationships or conflicts of interest, which could impair the objectivity and independence of the function.</p> <p>Axcelasia is a corporate member of the Institute of Internal Auditors Malaysia and is well-resourced with personnel having the appropriate qualifications and experience. Axcelasia assigned five (5) staffs led by its Managing Director, Mr Chang Ming Chew and an engagement manager to provide internal audit services for the Group for the FYE 2025. Details of the leader responsible for the internal audit are set out below:-</p>

	Name Qualification	Chang Ming Chew <ul style="list-style-type: none"> • Certified Information Systems Auditor, ISACA (USA) • Certified Information Security Manager, ISACA (USA) • Certified in Risk and Information Systems Control, ISACA (USA) • Certified in the Governance of Enterprise IT, ISACA (USA) • Certified Internal Auditor, IIA (USA) • Certified Risk Management Assurance, IIA (USA) • Professional Member of the Institute of Internal Auditors Malaysia • Fellow Member of the Association of Chartered Certified Accountants (UK) • Chartered Accountant, Member of the Malaysian Institute of Accountants • Accredited Trainer by the Human Resources Development Corporation, Malaysia
	Independence	Does not have any family relationship with any of Director and/or major shareholder of the Company
Information pertaining to the activities undertaken by Axcelasia during the FY2025 are set out under the ARMC Report in the Company's Annual Report 2025.		
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, in its best efforts, keeps the shareholders and stakeholders informed of the Company's business and corporate development and ensure that the Company's communication is timely, informative, appropriate and transparent. Information is disseminated through various channels, including quarterly and annual financial reports, official announcements, press releases, and more, ensuring that investors stay updated on the Group's latest developments.</p> <p>To enhance the accessibility to the relevant information about the Group's activities, the Company's website includes an Investors Relation section which is accessible to the public and provides all relevant information on the Company including all announcements made to Bursa Securities, share price information, financial information, annual reports, etc</p> <p>Stakeholders may at any time question or request publicly available information via the communication channels provided in the website. The AGM also provides the principal platform for dialogues and interactions with shareholders.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company
Explanation on application of the practice	:	The Company does not fall under the category of "Large Companies" as defined by the MCCG. Therefore, this recommended practice is not applicable.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board views the AGM as the principal forum for dialogue and interaction with shareholders. As such, the Board strives to ensure that the shareholders are accorded with sufficient time to consider the resolutions that will be discussed and decided upon at the AGM.</p> <p>In this regard, the notice of the forthcoming Fifth AGM together with the Annual Report 2025 is issued to shareholders at least 28 days before the date of Fifth AGM to allow sufficient time for the shareholders to go through the Annual Report 2025 and consider the proposed resolutions to be tabled at the Fifth AGM.</p> <p>In addition, the notice of the Fifth AGM is also published in a nationally circulated newspaper alongside with an announcement on the website of Bursa Securities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Barring unforeseen circumstances, all Directors will be present at the forthcoming Fifth AGM of the Company to provide meaningful response and to address questions and/or concerns raised by our shareholders.</p> <p>The Chairperson of the ARMC, NRC and SC will also be present to provide response if there are any questions addressed to them during the Fifth AGM.</p> <p>The Chairman of the Board will encourage shareholders' active participation during the Fifth AGM and other general meetings by giving sufficient time to the floor during the questions and answers session.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

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

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

Application	Departure
Explanation on application of the practice	
Explanation for departure	<p>The Fifth AGM of the Company will be physically held at HEMISFERA Luxury Sky Hall, Kuala Lumpur Tower, No. 2, Jalan Punchak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Thursday, 26 February 2026. The Board has opted for a physical platform to facilitate better engagement with shareholders as it allows better flow of two-way communication at general meeting.</p> <p>Adequate notice of Fifth AGM will be provided to all shareholders, and shareholders who were unable to attend the AGM were allowed to appoint their proxies to attend, participate, speak, and vote at the AGM in their stead.</p> <p>In line with the intended outcome of this practice, the Board is committed to leveraging technology to enable voting in absentia and remote participation for shareholders in future general meetings, when necessary.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	
Timeframe	

Intended Outcome

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

Practice 13.4

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman ensures that the general meetings serve as a key platform for effective communication with and constructive feedback from the shareholders.</p> <p>At the 4th AGM, the Chairman invited shareholders to raise questions pertaining to the Company's financial statements and the shareholders were given sufficient opportunity to pose their questions during the AGM. The Directors, senior management and external auditors were in attendance to respond to the shareholders' queries.</p> <p>The forthcoming Fifth AGM will be the Company's first AGM following its successful listing on the ACE Market of Bursa Securities. The Chairman will remain committed to ensuring that the shareholders are accorded with ample opportunities to pose their questions and that all questions are properly addressed.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.5

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

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 meeting has been convened during the financial year
Explanation on application of the practice	<p>The Fourth AGM of the Company was held physically at Level 7, Wisma Lim Seong Hai, 33 Jalan Gombak, 53000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on 6 January 2025.</p> <p>The upcoming Fifth AGM of the Company will be physically held at HEMISFERA Luxury Sky Hall, Kuala Lumpur Tower, No. 2, Jalan Punchak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on 26 February 2026.</p>
Explanation for departure	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	
Timeframe	

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied.
Explanation on application of the practice	: Minutes of the Fourth AGM held on 6 January 2025 was published on the Company's website not later than 30 business days following the convening of the Fourth AGM. The Company remains committed to this practice and will ensure the minutes of the upcoming Fifth AGM is made available on the Company's website not later than 30 business days following the conclusion of the Fifth AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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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