

# CORPORATE GOVERNANCE REPORT

**STOCK CODE** : 0299  
**COMPANY NAME** : AGX Group 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors ("Board") of AGX Group Berhad ("AGX" or the "Company") affirms its commitment in adopting and maintaining high standard of accountability, responsibility and transparency in the Company and its subsidiaries ("Group")' business operations and affairs. The Board committees ensure that the best practices and principles set out Malaysian Code of Corporate Governance ("MCCG") are adhered to, where possible, towards building and enhancing long term shareholders' relationships and values.</p> <p>The Board is responsible for formulating and reviewing the Group's overall strategic plans and key policies of the Company, providing oversight of the Senior Management performance, risk assessment and controls over the Group's business operations and investor relations.</p> <p>The Board in discharging its fiduciary obligations and responsibilities, is guided by current legal and regulatory requirements, the Company's Constitution and the Board Charter.</p> <p>While the Board delegates the implementation of the Company's strategies to the Senior Management, it establishes the right tone at the top by giving thought leadership and advocating good governance and ethical practices throughout the company.</p> <p>To ensure effective discharge of its stewardship role, the Board has established three (3) Board Committees, namely, the Audit and Risk Management Committee ("ARMC"), the Nomination Committee ("NC"), and the Remuneration Committee ("RC"). The Board delegated specific duties to the respective Board Committees in accordance with their Terms of References to assist the Board in performing certain of its functions and to provide recommendations and advice to the Board. The Board is ultimately responsible for making decisions on all subjects.</p>

	The Board Charter and Terms of Reference of the respective Board Committees are available on the Company's website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a> .	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is chaired by Dato' Rozalila Binti Abdul Rahman, an Independent Non-Executive Director, whose profile can be seen in the 2025 Annual Report's Director Profile.</p> <p>The primary role of the Chairperson is to ensure the Board's effectiveness by fostering constructive and open discussions between the Board and Management. The Chairperson also leads conversations on strategies and policies, guiding the Board in its collective oversight responsibilities. The Chairperson does not serve as the chair of any Board committees.</p> <p>The Board is led by an Independent Non-Executive Chairperson, Dato' Rozalila Binti Abdul Rahman, who provides leadership in overseeing the Board's collective responsibilities. She is responsible for instilling good corporate governance practices and ensuring the overall effectiveness of the Board.</p> <p>Further details of the responsibilities of the Chairperson are set out in the Board Charter of the Company, which is published on the Company's website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The positions of Chairperson and Group Chief Executive Officer (“CEO”) are held by two different individuals to promote accountability and facilitate the division of responsibilities between them. In this regard, no one individual can influence the Board’s discussions and decision-making.</p> <p>The Chairperson of the Company is Dato’ Rozalila Binti Abdul Rahman, an Independent Non-Executive Director, whilst the Group CEO is Dato’ Ponnudorai A/L Periasamy.</p> <p>In general, the Chairperson provides leadership in in overseeing the Board's collective responsibilities and instilling good corporate governance practices and ensuring the overall effectiveness of the Board.</p> <p>The Group CEO, is responsible for implementing the policies established by the Board, executing decision-making processes, and managing the day-to-day operations of the Group. His focus is on achieving the Group’s corporate objectives, performance targets, and long-term goals.</p> <p>The segregation of roles and responsibilities between the Chairperson and the CEO are defined in the Board Charter, which is published on the Company’s website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairperson does not serve as the chair of any Board committees. After the conclusion of the Board Committee meetings, the respective Chairpersons will report to the Board on the matters discussed, for the Board's notation and approval.  The composition of the ARMC, RC, and NC is outlined in the 2025 Annual Report.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by a professionally qualified and competent Company Secretary, Ms. Wong Youn Kim ("Ms. Wong"), who is qualified to act as a Company Secretary under Section 235(2)(a) of the Companies Act 2016.</p> <p>Ms. Wong has been a Fellow Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") since 2019. With over twenty (20) years of post-qualification experience in company secretarial practice within the professional sector, she possesses extensive knowledge across various industries and government services. She has been involved in providing corporate secretarial, corporate advisory, administrative, and management consultancy services to a wide range of organizations, including private and public companies, multinational corporations, and public listed companies.</p> <p>The Company Secretary provides vital support to the Board and its Committees by managing meetings efficiently and ensuring the timely organization of Board and Committee sessions. She also ensures that the deliberations, proceedings, and resolutions from these meetings are accurately recorded and securely maintained.</p> <p>In addition, the Company Secretary plays a critical advisory role to the Board and its Committees, offering guidance on the Company's Constitution, Board policies and procedures, as well as compliance with relevant regulatory requirements, laws, and regulations. To stay abreast of current corporate governance practices, the Company Secretary actively participates in continuous professional development and training.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>Complete and accurate meeting materials are provided to Board and Board Committee members at least seven (7) days prior to the meeting, allowing sufficient time for evaluation, analysis, and the opportunity to request any clarifications from Management.</p> <p>All deliberations, decisions of the Board, and issues raised are properly minuted and filed in the statutory records of the Company by the Company Secretary.</p> <p>Draft minutes of the meetings are circulated to Management promptly after the meetings to ensure that necessary actions are taken. Action items are recorded in the meeting minutes and remain documented until resolved.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Company has formalised and adopted a Board Charter, which outlines the Board's specific authority and functions, as well as other matters that are important for good corporate governance. The Board Charter is available on the Company's website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a> and will be reviewed as and when necessary to ensure that it is still in line with the Board's objectives, duties, and practices.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has formalised and adopted a Code of Ethics and Conduct, providing guidance to Directors, Management, and employees on ethical and behavioural considerations and actions while performing their duties and obligations during their appointment.</p> <p>The Board will review the Code of Ethics and Conduct periodically to ensure its continued relevance and appropriateness. The Code is accessible to all Directors, Management, and employees on the Company's website for reference.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company has formalised and adopted the Whistleblowing Policy which spells out the procedures for reporting any wrongful activities and/or wrongdoings within the Group. The Whistleblowing Policy provides a safe and confidential avenue for employees or external parties to raise concerns in good faith, confidently, and professionally about any improprieties within the Group, without fear of victimization, reprisals, harassment, or other unfair treatment as a result of their whistleblowing.</p> <p>The policy will be reviewed periodically to guarantee its efficacy. The Whistleblowing Policy is published on the Company’s website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board, along with Management, recognizes the significance of the relevant Economic, Environmental, Social, and Governance ("EESG") elements influencing the Group's performance and has actively incorporated sustainability into all decision-making processes.</p> <p>To better understand and manage the company's sustainability risks and opportunities, the Board and Management have been actively involved and have taken into account the perspectives of both internal and external stakeholders.</p> <p>The sustainability matters are discussed in the Sustainability Statement in the Annual Report.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Group’s sustainability environmental, governance structure, sustainability and initiatives are described in the Sustainability Statement which is included in the Company’s Annual Report.</p> <p>The Company conducted a review with Management regarding the discussion on sustainable reporting. Stakeholders will be able to examine the Company's approach to sustainability through disclosures in its Annual Report and website.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board recognises the importance of staying informed on the latest sustainability trends and developments to ensure that the Group’s sustainability management aligns with current market practices. In this regard, the Board consistently acts in the best interests of the Group by updating its knowledge and enhancing its skills through relevant training programs. These continuous training and development opportunities enable the Directors to gain valuable insights and further contribute to Board deliberations. A detailed list of the training programs attended by our Directors can be found in the Corporate Governance Overview Statement in the Company’s 2025 Annual Report.</p> <p>Additionally, the Board receives updates from the ARMC regarding the Group’s risk management and internal control systems. These systems also address the Group’s sustainability risks.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board acknowledges the importance of sustainability in all aspects of its business operations and has incorporated sustainability as one of the key criteria in the performance evaluations of Board members.</p> <p>The evaluations of the Board and Senior Management were conducted for the financial year ended 31 December (“FYE”) 2025, with the report being presented to the Board on 27 February 2026. After considering the feedback, the Board is pleased to report that, overall, it is satisfied with its performance in addressing the company’s material sustainability risks and opportunities.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Board has designated the Group CEO, as the Chairman of the Sustainability Committee, to lead and oversee the Group’s sustainability agenda, including the integration of sustainability considerations into the Group’s operations and business strategies.</p> <p>The Sustainability Committee comprises the Country Managing Directors/Executive Directors and the Chief Financial Officer (“CFO”). The Committee is supported by the respective Heads of Department (“HODs”) and is responsible for sustainability reporting in compliance with regulatory requirements.</p> <p>In his capacity as Chairman of the Sustainability Committee, he reports directly to the Board on all matters relating to corporate sustainability. The roles and responsibilities of the Chairman of the Sustainability Committee and other members are set out in the Sustainability Governance Structure Terms of Reference, which is available on our Company website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p>

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NC of the Company is responsible for reviewing the effectiveness of the Board as a whole, the Board Committees, and the contributions of each individual Director. This review takes into consideration the composition, structure, mix of skills, experience, and core competencies of the Board.</p> <p>The NC also evaluates the tenure of Directors prior to recommending their re-appointment at the Annual General Meeting ("AGM"). The effectiveness of the Board, the individual contributions of each Director, and the performance of the Board's various Committees are assessed on an annual basis.</p> <p>According to the Board Charter, if the Board intends to retain an Independent Non-Executive Director beyond a nine-year term, the Director may continue to serve on the Board, provided they are re-designated as a Non-Independent Director.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board comprises eight (8) members:</p> <ol style="list-style-type: none"> <li>1) Four (4) Executive Directors</li> <li>2) Four (4) Independent Non-Executive Directors</li> </ol> <p>Each of the Board members is of high calibre, with a diversified background and skills and in-depth experience in boardroom and leadership positions. They are able to contribute their expertise and experience in discharging their duties and responsibilities by bringing in external perspectives and exercising independent judgment with unbiased views to foster greater objectivity in the boardroom.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The tenure of each of the four (4) Independent Directors of the Company has not exceeded a cumulative term of nine (9) years.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### **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.

<i>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.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	: According to the Board Charter, if the Board intends to retain an Independent Non-Executive Director beyond a nine-year term, the Director may continue to serve on the Board, provided they are re-designated as a Non-Independent Director.

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Nomination Committee ("NC") is responsible for the evaluation and assessment of the board members and key senior management team.</p> <p>The NC takes the candidates into consideration through:-</p> <ul style="list-style-type: none"> <li>i. Technical competency, skills, knowledge, expertise, and experience;</li> <li>ii. Strong sense of professionalism;</li> <li>iii. Integrity;</li> <li>iv. Merit and against objective criteria with due regard for the benefits of boardroom diversity, including gender, age, ethnicity, cultural background, character;</li> <li>v. Other commitments and time available to contribute inputs to the Board; and</li> <li>vi. In the case of candidates for the position of Independent Non-Executive Directors, the NC will evaluate the candidates' ability to discharge such responsibilities and functions as expected from Independent Non-Executive Directors.</li> </ul> <p>This provides a collective range of skills, expertise, and experience that fit the Group's objectives and strategic goals.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Appointments of new directors are undertaken by the Board as a whole after considering the recommendations of the NC. Potential candidates can be nominated by any current Board member, shareholder, or management, as well as through independent sources such as recruitment firms or industry associations.</p> <p>When considering potential candidates for appointment, the NC conducts a thorough review of their qualifications, skills, knowledge, expertise, experience, personal characteristics, and ability to devote the necessary time and commitment to the role.</p> <p>During the FYE 2025, Puan Fazidah Bt Zakaria was appointed to the Board on 15 August 2025. The NC has not utilised independent sources to identify the new Director appointed as the NC and the Board is satisfied that the newly appointed director is a suitable candidate, after considering her qualification, experience, skills and expertise.</p> <p>Although independent sources were not utilised to identify the newly appointed Director, the Board ensured the decision was made in the Company's best interests. Considerations included conforming to the Directors' Fit and Proper Policy, experiences, competency, commitment, independence, potential contributions and the composition of the existing Board.</p> <p>While independent sources were not employed in this instance, the Board acknowledges the possibility of utilising them in the future to identify qualified candidates as needed.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The details of the Directors interest, position and experience are set out in the Directors' profile in the Annual Report.  Shareholders will be kept informed of the Board's decisions on director appointment and reappointment through Bursa Securities announcements and/or press releases.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The NC is currently chaired by Dato' George Alfonso Miranda, the Independent Non-Executive Director of the Company.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	At present, there are only two (2) women Directors which represents less than 30% on the Board.	
		The Group values women’s contribution to the economy and would endeavour to have one more woman on the Board and currently looking for a suitable person to join the Board. Although the Board does not have 30% women directors, the Board ensures that all Board Committees have at least one (1) women director to participate in the decision-making process.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board recognizes the importance of boardroom diversity and the Code's recommendation to develop a gender policy. The Board believes in and provides equal opportunity to candidates with the necessary abilities, experience, core competencies, and other traits, regardless of gender.	
		The Board currently has two (2) women Directors. With the current composition, the Board is of the view that its members have the necessary knowledge, experience and competence to enable them to discharge their duties and responsibilities effectively.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
<b>Timeframe</b>	:	Choose an item.	

## Intended Outcome

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

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: <p>The NC will conduct annual assessments on the effectiveness and performance of the Board, Board Committees, and individual Directors to ensure that the Board is functioning properly as a whole.</p> <p>Each Director will perform a full assessment in the Directors' Performance Evaluation, which covered topics relevant to the Board's performance, such as contribution to interaction, quality of input, role understanding, and personal development.</p> <p>Each Board Committee will be evaluated based on its structure, functions, and responsibilities, the performance of the respective Chairperson, and the Committee's performance in relation to its Terms of Reference. The assessment will be conducted internally, and the results will be compiled, documented, and presented to the Board as part of the Company's continuous corporate governance activities.</p>
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has established a Remuneration Policy and Procedures for Directors and Senior Management which strives to attract, retain, and motivate high-calibre directors and senior management capable of successfully managing and overseeing the Company's operations.</p> <p>Various factors were considered when determining the remuneration of the Directors and Senior Management of the Company, among others, function, workload, roles and responsibilities, peers' practices, demand, scale and complexity of the business.</p> <p>The remuneration package of Directors consists of Directors' fees and benefits payable such as meeting allowance. For Executive Directors, it comprises fixed salary, performance-based bonus and other emoluments.</p> <p>Directors' fees and benefits payable to Directors for carrying out their duties as Directors of the Company, which are determined by the Board as a whole, are approved at the AGM by the shareholders of the Company. Directors do not participate in decisions regarding their own remuneration packages.</p> <p>The Remuneration Policy and Procedures for Directors and Senior Management is available on the Company's website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has established its Remuneration Committee ("RC") which comprised solely of independent directors. The RC comprised the following members:	
		<b>Name &amp; Designation</b>	<b>Directorship in the Board</b>
		<b>Chairperson</b> Fazidah Bt Zakaria	Independent Non-Executive Director
		<b>Members</b> Ong Teng Yan Dato' George Alfonso Miranda	Independent Non-Executive Director Independent Non-Executive Director
		The RC is governed by its terms of reference which is published in the Company website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a> .	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		



**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The breakdown of remuneration, which includes fees, salary, bonus, allowance, benefits in-kind, and other emoluments received or receivable by Directors from the Group and the Company FYE 2025 is disclosed in the Company's Annual Report 2025.

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	Jayasielan A/L Gopal	Executive Director	-	6	-	-	-	-	6	-	93	676	195	6	39	1,009
2	Dato' Ponnudorai A/L Periasamy	Executive Director	-	6	-	-	-	-	6	-	132	834	273	3	139	1,381
3	Neo Lip Pheng, Peter (Resigned w.e.f. 31 December 2025)	Executive Director	-	6	-	-	-	-	6	-	86	907	144	-	50	1,187
4	Penu Mark (Redesignated as Non-Executive Director w.e.f. 1 January 2026)	Executive Director	-	6	-	-	-	-	6	-	89	787	82	-	57	1,015
5	Aida Mosira Binti Mokhtar (Resigned w.e.f. 30 May 2025)	Independent Director	20	4	-	-	-	-	24	20	4	-	-	-	-	24
6	Dato' George Miranda Alfonso	Independent Director	48	14	-	-	-	-	62	48	14	-	-	-	-	62
7	Dato' Rozalila Binti Abdul Rahman	Independent Director	84	6	-	-	-	-	90	84	6	-	-	-	-	90
8	Ong Teng Yan	Independent Director	60	14	-	-	-	-	74	60	14	-	-	-	-	74
9	Puan Fazidah Bt Zakaria (Appointed w.e.f. 15 August 2025)	Independent Director	18	4	-	-	-	-	22	18	4	-	-	-	-	22
10	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
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
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
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

### 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.

<b>Application</b>	:	Departure													
<b>Explanation on application of the practice</b>	:														
<b>Explanation for departure</b>	:	<p>The Board is comprised of seven (7) senior management.</p> <p>We have decided to disclose the remuneration of Key Senior Management, excluding the Executive Directors of the Company, on an aggregate basis, as outlined below:</p> <table border="1" data-bbox="555 1084 1407 1346"> <thead> <tr> <th>Range of Remuneration</th> <th>Number of Key Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM250,001 – RM300,000</td> <td>2</td> </tr> <tr> <td>RM300,001 - RM350,000</td> <td>2</td> </tr> <tr> <td>RM500,001 – RM550,000</td> <td>1</td> </tr> <tr> <td>RM750,001 – RM800,000</td> <td>1</td> </tr> <tr> <td>RM850,001 – RM900,000</td> <td>1</td> </tr> </tbody> </table> <p>The Board ensures that the remuneration of senior management commensurate with individual and Company performance, and the Company will be able to retain and motivate them.</p>		Range of Remuneration	Number of Key Senior Management	RM250,001 – RM300,000	2	RM300,001 - RM350,000	2	RM500,001 – RM550,000	1	RM750,001 – RM800,000	1	RM850,001 – RM900,000	1
Range of Remuneration	Number of Key Senior Management														
RM250,001 – RM300,000	2														
RM300,001 - RM350,000	2														
RM500,001 – RM550,000	1														
RM750,001 – RM800,000	1														
RM850,001 – RM900,000	1														
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>															
<b>Measure</b>	:	The Board is of the opinion that the disclosure on named basis would not be in the best interest of the Company due to confidentiality, sensitivity and security concerns.													
<b>Timeframe</b>	:	Others													

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.

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

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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Chairman of the ARMC, Mr. Ong Teng Yan, is not the Chairman of the Board.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		Please specify number of years.

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>In accordance with the ARMC's Terms of Reference, it is a policy that former key audit partners of the Company's External Auditors must observe a cooling-off period of at least three (3) years before being considered for appointment as members of the ARMC.</p> <p>At present, none of the members of the ARMC are former key audit partners of the Company's External Auditors.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>As stated in the ARMC's Terms of Reference, the ARMC is responsible for reviewing the suitability, independence and objectivity of the external auditors and the services provided annually, by considering among others:</p> <ul style="list-style-type: none"> <li>• the competence, audit quality and resource capacity of the External Auditor in relation to the audit;</li> <li>• the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and</li> <li>• assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</li> </ul> <p>The external auditors had provided a confirmation of their independence to the ARMC that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

<b>Application</b>	:	Adopted	
<b>Explanation on adoption of the practice</b>	:	The ARMC comprise solely of Independent Directors as follow:	
		<b>Name &amp; Designation</b>	<b>Directorship in the Board</b>
		<b>Chairperson</b> Ong Teng Yan	Independent Non-Executive Director
		<b>Members</b> Dato' George Alfonso Miranda Fazidah Bt Zakaria	Independent Non-Executive Director Independent Non-Executive Director

## Intended Outcome

There is an effective and independent Audit Committee.

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

## Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The ARMC members possess the necessary skills and knowledge to discharge their duties in accordance with the ARMC's Terms of Reference. In addition, Ong Teng Yan, the Chairperson of the ARMC, is a member of the Malaysian Institute of Accountants.</p> <p>They are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, to enable them to sustain their active participation during deliberations.</p> <p>During the FYE 2025, all members of the ARMC have attended various continuing training and development programmes to keep themselves abreast of relevant developments in accounting standards, practice and rules. Details of their training are set out in the Corporate Governance Overview Statement of the Annual Report 2025.</p> <p>The qualifications and experience of the ARMC members are also disclosed in the Directors' Profiles section of the Annual Report 2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The board has established an effective risk management and internal control framework. The details of the Risk Management and Internal Control framework are set out in the Statement on Risk Management and Internal Control of the Company’s Annual Report 2025.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Details of the features of Risk Management and Internal Control framework, and the adequacy and effectiveness of this framework are presented in the Statement on Risk Management and Internal Control of the Company's Annual Report 2025.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

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

### 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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Group has outsourced its internal audit function to an external professional services firm, Resolve IR Sdn Bhd, to assist the ARMC in undertaking independent review and assessment on the effectiveness of the internal control systems. Scope of works of the internal audit function is approved by the ARMC which focuses on the key functions and business processes of the Group.  The outsourced internal audit function reports directly to ARMC and administratively to the Chief Financial Officer of the Group. The ARMC reviews the adequacy of the scope, function, competency and resources of the internal audit function on a yearly basis.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group’s outsourced internal audit function, Resolve IR Sdn Bhd. (“Resolve IR”), is an external professional services firm, which is independent from the management of the company and the functions which it audits. There is no engagement between the Group and the firm in advisory nature that might result in a conflict of interest or affect their objectivity and independence.</p> <p>The outsourced internal audit function is led by Mr. Choo Seng Choon (“Mr. Choo”), the Chief Executive Officer of Resolve IR. Mr. Choo is a Certified Internal Auditor and also a Chartered Member of the Institute of Internal Auditors, Malaysia and has more than 25 years of professional experience in internal audit, risk management, corporate governance, performance and business management, taxation, due diligence and corporate finance. He is also a Fellow Member of the Association of Chartered Certified Accountant, United Kingdom, a Chartered Accountant of the Malaysian Institute of Accountants and a Certified Public Accountant of the Malaysian Institute of Certified Public Accountants. Resolve is adequately resourced and has more than 40 professional personnel having relevant qualifications and experience. The number of internal audit personnel allocated to carry out the internal audit assignments of AGX Group Berhad for FYE 2025 was 9 persons, comprising degree holders and professionals from backgrounds such as internal audit, finance and risk management, who are equipped with the required proficiency and competency to discharge their roles effectively. The internal audit function is guided by the International Professional Practice Framework on Internal Auditing issued by the Institute of Internal Auditors.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b> :		
<b>Timeframe</b> :		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>In order to maintain its commitment to effective communication with shareholders, the Group practices comprehensive, timely, and ongoing disclosures of information to both shareholders and the general investing public.</p> <p>The Board has ensured that all disclosure requirements outlined in the Listing Requirements by Bursa Malaysia are met by making timely announcements. Shareholders can access all financial reports, company profiles, corporate governance, and other information through the Company's website <a href="http://www.agxlogistics.com">www.agxlogistics.com</a>.</p> <p>Besides that, AGM are held and the procedure are compliance with the regulatory requirements and Malaysian Code on Corporate Governance.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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.

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

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The notice for the 5 <sup>th</sup> AGM, which was scheduled for and held on 30 May 2025, was provided to shareholders twenty-eight (28) days prior to the meeting. This practice will be maintained for all future AGMs.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>At each AGM, the Company will ensure that the Chairman of the Board, the Chairpersons of all Committees, the Executive Directors, and the Chief Financial Officer attend the meeting either remotely or at the broadcast venue.</p> <p>Any queries raised by shareholders will be directed to the appropriate person for a response.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The 5<sup>th</sup> AGM was held physically at UOB Business Park along the Federal Highway, with direct pedestrian bridge access to the Subang Jaya KTM-LRT station. The venue also provided convenient parking access for shareholders.</p> <p>The Company encourages shareholders to attend general meetings. Shareholders with questions or queries are welcome to submit them in advance via the Company's Share Registrar's website or engage directly with the Company during the Q&amp;A session following the presentation of each resolution. The Company endeavours to respond within a reasonable timeframe. Shareholders may also appoint proxies to attend, participate, speak and vote on their behalf at the general meeting.</p> <p>All resolutions were put to vote by way of electronic voting. Boardroom Share Registrars Sdn. Bhd. was appointed as the Poll Administrator, while Sky Corporate Services Sdn. Bhd. acted as the Independent Scrutineer. The outcome of the 5th AGM was announced to Bursa Securities on the same day of the meeting.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Shareholders were encouraged to interact directly with the Board and gain insights into the Company's business and financial position. The AGM serves as an important platform for shareholders to develop a better understanding of the Company and the Group.  During the 5 <sup>th</sup> AGM, the Chairperson ensured that shareholders were given the opportunity to comment, raise issues and ask questions, whether relating to matters on the agenda, the annual report, the Group's strategies or developments within the Group.  The Chairperson plays a vital role in fostering constructive dialogue between the Board and shareholders. All members of the Board and the respective Chairpersons of the Board Committees were present at the meeting to address queries raised by shareholders that were relevant to their respective areas of responsibility.  In addition to general meetings, shareholders may also direct their questions to the Company's Investor Relations email at <a href="mailto:corporate@agxlogistics.com">corporate@agxlogistics.com</a> .
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  



**Intended Outcome**

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

**Practice 13.5**

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

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

**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>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The minutes of the 5 <sup>th</sup> AGM were published on the Company's website at <a href="http://www.agxlogistics.com">www.agxlogistics.com</a> no later than thirty (30) business days after the meeting.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

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

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

This Section B is not applicable to AGX Group Berhad.
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