CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	9792
COMPANY NAME	**:**	SEG International Bhd
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

Practice 1.1
The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application :	Applied
Explanation on application of the practice :	The Board is responsible for the overall corporate governance of the Group, including setting its strategic direction, establishing performance goals for management, monitoring the achievement of these goals, and overseeing the Group's investments. The Board deliberates on and approves strategic plans and policies, as well as the allocation of resources, to ensure alignment with the Group's long-term objectives. It also oversees ethical conduct, regulatory compliance, and key management decisions based on relevant information provided. The Board delegates specific powers and responsibilities to Board Committees in discharging its fiduciary duties and to assist in overseeing the business affairs of the Group. Each Board Committee operates within clearly defined terms of reference. Any material or significant proposals that may have a material impact on the Group's policies, strategies, direction, or assets are subject to the Board's approval. No individual director has unfettered powers of decision The Steering Committee, chaired by the Group Managing Director, reviews the Group's annual business plan and performance, and is authorised to transact business within its approved limits. Its responsibilities include assessing the Group's strategic position, formulating short- and long-term plans, overseeing operations, and evaluating management's effectiveness in implementing policies. Certain management committees are in place to oversee the Group's day-to-day operations under the authority of the Group Managing Director. The Board maintains regular communication with management to review significant matters affecting the Group's performance and to monitor the actions taken by management.
Explanation for departure :	

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<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
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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 1.2
A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Chairman, Tun Md Raus Bin Sharif, is an Independent Non-Executive Director. He is responsible for leading the Board and ensuring its effectiveness in discharging its duties and responsibilities.

The responsibilities of the Chairman include:

1. leading the Board in the discharge of its responsibilities for the business and affairs of the Company and its oversight of management;
2. overseeing the effective functioning of the Board in the discharge of its supervisory role;
3. ensuring the integrity and effectiveness of the Board's governance processes;
4. facilitating the effective contribution of all Directors and promoting constructive relations among Directors, as well as between the Board and management; and
5. ensuring that regular and effective evaluations of the Board's performance are carried out.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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</table>

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

Practice 1.3
The positions of Chairman and CEO are held by different individuals.

Application	:	Applied	
Explanation on application of the practice	:	The roles of the Independent Non-Executive Chairman and the Group Managing Director are distinct and separate to ensure an appropriate balance of power and authority within the Company. The Chairman, Tun Md Raus Bin Sharif, is responsible for leading the Board and ensuring its effectiveness and proper conduct. The Group Managing Director, Tan Sri Clement Hii Chii Kok, has overall responsibility for the Group's operations, organisational effectiveness, and the implementation of the Board's policies and decisions. He also ensures that the Board is kept informed of key matters, particularly those that are strategic, sensitive, or extraordinary in nature.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 1.4
The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<table>
<tr><td colspan="3">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'.</td></tr>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Chairman of the Board, Tun Md Raus Bin Sharif, is not a member of the Audit Committee ("AC"), Nomination Committee ("NC"), or Remuneration Committee ("RC"), in line with the requirements of the Malaysian Code on Corporate Governance ("MCCG").</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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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 1.5
The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied	
Explanation on application of the practice	:	The Company Secretary plays an important advisory role and serves as a key source of guidance to the Board and Board Committees on matters relating to compliance with applicable laws, regulations, procedures, and corporate governance requirements affecting the Company and the Group. The Company Secretary also advises the Board on its roles and responsibilities, ensuring adherence to regulatory and governance standards. The Company Secretary is responsible for ensuring that Board and Board Committee meetings are properly convened and conducted in accordance with applicable laws, rules, and procedures, and that accurate and complete records of the deliberations and decisions are maintained. Hew Ling Sze was admitted as an Associate of The Institute of Chartered Secretaries and Administrators in 1996. She obtained her Master of Business Administration, majoring in International Investment, from Universiti Kebangsaan Malaysia in 1997. She has more than 20 years of experience in corporate, management consultancy, and secretarial services. She also acts as Secretary to all Board Committees. The Board is satisfied with the performance and support rendered by the Company Secretary in discharging her duties.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application :	Applied	
Explanation on application of the practice :	Board meetings are conducted based on a structured agenda. Prior to each meeting, all Directors are provided with Board papers containing information relevant to the business of the meeting, to facilitate informed deliberations and effective decision-making. Members of the management team and external advisers, where necessary, are invited to attend meetings to provide insights, professional advice, and clarification on specific agenda items. Minutes of the meetings are circulated to the Directors on a timely basis for review and are subsequently confirmed at the next Board meeting. Minutes of the Board Committees are also included in the Board papers for the Board's information. The signed minutes of Board meetings are maintained in the statutory minute books by the Company Secretary. The Board is satisfied that the conduct of its meetings and the maintenance of records are in line with good governance practices.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board Charter sets out the roles, functions, composition, operations, and processes of the Board, and serves to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities. The Board Charter serves as a reference document and a primary induction guide, providing insights to prospective Board members and senior management. It also assists the Board in assessing its overall performance and that of its individual members. The Board Charter outlines the standards of conduct expected of Directors, officers, and employees in the discharge of their duties, which include, but are not limited to, the following: • compliance with applicable laws, regulations, and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"); • acting in the best interests of the Group; • acting honestly and with integrity; • accountability and responsibility; and • recognising the importance of corporate responsibility. The Board Charter is reviewed periodically to ensure its adequacy and relevance, and is updated to reflect the needs of the Company as well as any new regulatory requirements that may impact the Board's responsibilities. The Board Charter is available on the Company's website. The Board is satisfied that the Board Charter remains appropriate and relevant to the Group's current operations and governance practices.
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	All Board members are expected to demonstrate good stewardship, act professionally, and uphold the core values of integrity and enterprise, with due regard to their fiduciary duties and responsibilities. The Board has adopted a Code of Conduct ("Code") which sets out the standards of behaviour expected of Directors, officers, and employees. The Code addresses the Company's legal and ethical obligations to its stakeholders, with the aim of safeguarding shareholders' interests while taking into consideration the interests of customers, employees, suppliers, and the wider community. The Board is responsible for guiding and monitoring the business and affairs of the Company on behalf of its shareholders, to whom it is accountable. In discharging its responsibilities, the Board undertakes, among others, the following: • overseeing the strategic direction and performance of the Group and developing initiatives for sustainable growth; • overseeing and monitoring the conduct of the Group's business and its corporate strategies; • approving and monitoring financial and other reporting; • identifying principal risks and ensuring appropriate risk management, internal control, and compliance frameworks are in place and operating effectively; • approving and monitoring major capital expenditure, capital management, acquisitions, and divestments; • ensuring the adequacy and integrity of management information and internal control systems; • selecting, appointing, evaluating, and, where appropriate, removing senior management, as well as determining their remuneration and succession planning; • ensuring that the Board comprises an appropriate balance of skills, experience, and attributes;

<table>
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- monitoring management performance and ensuring that adequate resources are available; and
- promoting effective communication between the Board, shareholders, and the public.

Employees who are aware of or suspect any violation of the Code are encouraged to report their concerns in accordance with the Group's Whistleblowing Policy.

The Code is reviewed periodically to ensure its relevance and adequacy, and is available on the Company's website.

The Board is satisfied that the Code continues to remain relevant and is effectively communicated and implemented across the Group.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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</table>

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	:	The Group has established a Whistleblowing Policy to provide employees with a formal and confidential channel to report, in good faith, any suspected wrongdoing. This includes, but is not limited to, suspected fraud, misappropriation of assets, criminal breach of trust, corruption, questionable or improper accounting practices, misuse of confidential information, and any acts or omissions that are in breach of laws, regulations, or the interests of the Company. Employees are encouraged to report any concerns or misconduct to the appropriate channels within the Group. All reports received, whether from within or outside the Group, are subject to proper investigation to ensure that concerns are appropriately addressed and escalated to the relevant parties. If an employee remains dissatisfied with the outcome of an investigation, or if the matter is of such seriousness that it cannot be raised through the usual reporting channels, the concern may be escalated to the Chairman of the AC. A summary of the Whistleblowing Policy is available on the Company's website. The Board is satisfied that the Whistleblowing Policy is adequately communicated and that appropriate safeguards are in place to protect whistleblowers from retaliation.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board retains overall responsibility for the Group's sustainability agenda, including setting the strategic direction and overseeing the integration of sustainability considerations into the Group's business operations. In discharging this responsibility, the Board is supported by the Sustainability & ESG Committee ("the Committee") and the Risk Management Committee ("RMC"). The Committee comprises representatives from key operational and corporate functions across the Group's campuses and centres, and is currently led by Datin Professor Dr. Mariani Md Nor, Acting Vice Chancellor of SEGi University. The Committee assists the Board in driving sustainability initiatives and fostering greater awareness across the Group. The Committee is responsible for coordinating sustainability initiatives across the Group, monitoring relevant performance indicators, and recommending improvements to strengthen the integration of sustainability practices within the Group's operations. The RMC complements these efforts by overseeing sustainability-related risks as part of the Group's overall risk management framework, ensuring that such risks are appropriately identified, assessed, and managed. The Committee reports periodically to RMC, which in turn updates the Board on key developments, sustainability-related risks, and progress against agreed targets. Updates on sustainability matters are also reported to the Board for deliberation and decision-making. ESG considerations and sustainability targets are also incorporated into the Board evaluation process under the section on ESG Considerations and Sustainability Targets. This enables the Board to assess the Group's

	sustainability priorities and the effectiveness of its oversight on ESG-related matters. Senior Management is responsible for implementing sustainability initiatives and monitoring progress against the Group's sustainability targets. The Company will continue to enhance ESG considerations in Board evaluation and strengthen sustainability accountability across the organisation. This structure ensures integrated oversight of sustainability matters across strategic direction, operational execution, and risk management.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Company's sustainability strategies, priorities, targets, and performance are disclosed in the Sustainability Statement, which forms part of this Annual Report. The Annual Report is available on the Company's website, providing internal and external stakeholders with access to information on the Company's sustainability direction, achievements, and related disclosures.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is kept informed of sustainability matters material to the Group's business operations through a structured reporting framework. The Committee reports periodically to RMC, which in turn updates the Board on key developments, sustainability-related risks, and progress of initiatives. The Committee makes recommendations to support the Board's deliberation and decision-making on sustainability strategies, initiatives, and related policy matters. Senior Management is responsible for the execution and implementation of the Group's sustainability strategies and initiatives, in line with the direction set by the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	Environmental, Social and Governance ("ESG") considerations and sustainability targets are incorporated into the Board evaluation process. The Company will continue to review the Board's performance in relation to ESG matters and enhance the integration of ESG considerations and sustainability targets, where appropriate. Key performance indicators relating to ESG are also incorporated into the performance appraisal of senior management.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.	
Application :	Adopted
Explanation on adoption of the practice :	The Board has delegated the responsibility for overseeing sustainability matters to the Committee, which is currently led by Datin Professor Dr. Mariani Md Nor, Acting Vice Chancellor of SEGi University. The Committee, together with Senior Management, monitors the implementation of sustainability-related initiatives and actions in achieving the Group's sustainability goals and targets. It also ensures that the Group's sustainability strategies address key ESG matters and are effectively implemented in line with the direction approved by the Board. In addition, the Committee oversees the preparation and development of sustainability disclosures and reporting in accordance with the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The NC periodically assesses the effectiveness of the Board size to ensure that it remains appropriate in enabling the Board to discharge its duties efficiently. The NC also undertakes annual evaluations of the Board, Board Committees, and individual Directors, focusing on their skills, experience, contributions, commitment, and core competencies. The performance of Independent Directors is additionally assessed to ensure that they continue to exercise independent and objective judgement.

The NC also reviews and deliberates on the Directors who are subject to retirement and are seeking re-election or election at the forthcoming Annual General Meeting ("AGM"), taking into account the results of the Board evaluation. Based on these assessments, the NC is satisfied with their performance and recommends their re-election or election to the Board.

The NC views the evaluation exercise as a constructive process that enables the Board to identify areas for improvement and implement appropriate measures to further enhance its effectiveness.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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</table>

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board, led by an Independent Non-Executive Chairman, currently comprises eleven (11) members, of whom six (6) are Independent Non-Executive Directors, one (1) is a Non-Independent Non-Executive Director, and four (4) are Executive Directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	None of the Independent Directors of the Company has exceeded the cumulative term limit of nine (9) years.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

<table>
<tr><td colspan="3">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.</td></tr>
<tr><td>Application</td><td>:</td><td>Not Adopted</td></tr>
<tr><td>Explanation on adoption of the practice</td><td>:</td><td></td></tr>
</table>

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board recognises the importance of diversity within the Board and workforce, including diversity in terms of race, ethnicity, age, gender, skills, and competencies. The Board believes that its composition should be based on merit, taking into account each candidate's skills, experience, core competencies, and other relevant attributes, regardless of gender. The Board acknowledges that a diverse Board enhances effectiveness, bringing different perspectives that contribute to more informed and balanced decision-making. In this regard, the Board endeavours to consider diversity, including gender, ethnicity, and age, in the nomination and selection of prospective Directors.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application :	Applied
Explanation on application of the practice :	Proposals for new appointments, including those recommended by major shareholders and Board members, are tabled to the NC for assessment and evaluation before being recommended to the Board for approval. The Board may also consider sourcing potential candidates through industry and professional associations, as well as independent search firms. The NC assesses candidates based on their character, experience, competencies, integrity, time commitment, and potential contribution, to ensure that they possess the appropriate skills and core competencies to effectively discharge their roles as Directors. The assessment is also conducted in accordance with the Company's Fit and Proper Policy. Prospective Directors are required to confirm that they have sufficient time to meet the expectations of the Board and to notify the Chairman prior to accepting any new directorships or additional commitments. In the case of candidates being considered for appointment as Independent Directors, the NC ensures that they are able to discharge their responsibilities independently and objectively. Such candidates must fulfil the criteria prescribed under the MMLR and demonstrate the ability to exercise independent judgement in the best interests of the Company.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	

Measure :		
Timeframe :		

Intended Outcome
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The NC reviews and deliberates on the Directors who are subject to retirement by rotation, taking into account the results of their performance evaluations and assessments in accordance with the Company's Fit and Proper Policy. Upon being satisfied with their performance and suitability, the NC recommends their re-election to the Board for tabling at the forthcoming AGM for shareholders' approval.

The Board, based on the NC's recommendations, further reviews and assesses the proposed Directors and provides the relevant justifications in the explanatory notes accompanying the notice of AGM prior to tabling the proposals to shareholders for approval.

This process ensures that only Directors who continue to demonstrate effectiveness and commitment are recommended for re-election.</td></tr>
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Intended Outcome
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

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

Application	:	Applied	
Explanation on application of the practice	:	The NC is chaired by an Independent Director, Dato' Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	There are currently eleven (11) Board members, of whom four (4) are women, thereby meeting the requirement for at least 30% women's representation on the Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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 :	In advancing its gender diversity agenda, the Board is committed to ensuring that suitably qualified women candidates are considered in the recruitment process for Board and Senior Management positions. The Board has set a target of at least 30% women representation in key positions within the organisation. Extending gender diversity to Senior Management also provides a strong talent pipeline for future Board appointments. As at 31 December 2025, approximately 51% of key positions within the Group are held by women, exceeding the Board's target. This reflects the Group's commitment to fostering an inclusive and diverse leadership pipeline.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
Stakeholders are able to 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.

<table>
<tr><td colspan="2">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.</td></tr>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The NC conducts an annual assessment of the Board, Board Committees, and individual Directors, focusing on their skills, experience, contributions, and other relevant qualities, including core competencies. The NC also evaluates the independence of the Independent Non-Executive Directors to ensure that they continue to discharge their duties with unbiased and independent judgement.

During the financial year under review, the NC carried out a self and peer evaluation of the Directors based on the following:

(a) the effectiveness of the Board and its Committees as a whole, based on criteria covering areas such as Board structure and operations, the appropriate mix of skills and experience, principal responsibilities, the level of non-executive participation, and Board governance; and

(b) the contributions of individual Directors and Board Committee members, based on criteria including participation in deliberations, roles and responsibilities, knowledge, expertise, integrity, time commitment, independence, and training programmes attended.

The NC also reviewed and deliberated on the Directors who were subject to retirement and were seeking re-election or election, taking into account the results of the evaluation. The NC was satisfied with their performance and recommended to the Board that their re-election or election be tabled at the Company’s forthcoming AGM for shareholders’ approval.

The NC further assessed the independence of the Independent Directors based on the criteria set out in the MMLR. The results of the assessment demonstrated that the Independent Directors continued to exercise independent judgement and objectivity in decision-making.</td></tr>
</table>

	Based on the NC's review and recommendations, the Board is satisfied with the independence and performance of the Independent Directors.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has established a Remuneration Policy for Directors and Senior Management. The Policy is designed to support the Group's key business strategies and foster a strong, performance-driven environment. The objective of the Policy is to attract, motivate, and retain Directors and high-calibre talent required to achieve the Company's strategic objectives. The remuneration of Executive Directors is structured to link rewards to performance, while Non-Executive Directors are remunerated by way of annual fees, reflecting their roles and responsibilities. A copy of the Remuneration Policy is available on the Company's website.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

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

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The RC is responsible for developing the remuneration policy framework and making recommendations to the Board on the remuneration packages of the Directors.

The RC aims to ensure that the Company's remuneration policies remain competitive, enabling the Company to attract and retain high-calibre executives, while safeguarding the interests of shareholders.

The RC undertakes an annual review of the Directors' remuneration and submits its recommendations to the Board for approval. In doing so, the RC ensures that the remuneration packages are aligned with the Group's business strategy and long-term objectives. None of the Directors participates in decisions regarding their own remuneration.

The terms of reference of the RC are available on the Company's website.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	Detailed disclosure of the remuneration of individual Directors on a named basis for the financial year ended 31 December 2025 is set out in the table below. The breakdown of each Director's remuneration comprises fees, salary, bonus, benefits-in-kind, and other emoluments. Notes: • Other emoluments include statutory contributions. • Directors' fee is prorated based on their tenure during the financial year under review.

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	Tan Sri Hii Chii Kok@ Hii Chee Kok	Executive Director	Input info here	Input info here	600,000	Input info here	Input info here	24,000	624,000	Input info here	Input info here	600,000	Input info here	Input info here	24,000	624,000
2	Dato’ Diong Tak Chong @ Tiong Tak Chong – appointed on 15 January 2025	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	0	Input info here	240,000	Input info here	Input info here	Input info here	25,600	265,600
3	Chong Poh Yee	Executive Director	Input info here	Input info here	438,000	Input info here	13,800	52,560	504,360	Input info here	Input info here	438,000	Input info here	13,800	52,560	504.360
4	Stella Lau Kah Wai	Executive Director	Input info here	Input info here	450,000	Input info here	9.300	54,000	513,300	Input info here	Input info here	450,000	Input info here	9,300	54,000	513,300
5	Tun Md Raus Bin Sharif – appointed on 3 June 2025	Independent Director	54,542	4,800	Input info here	Input info here	Input info here	Input info here	59,342	54,542	4,800	Input info here	Input info here	Input info here	Input info here	59,342
6	Chong Ying Choy	Independent Director	60,000	17,000	Input info here	Input info here	Input info here	Input info here	77,000	60,000	17,000	Input info here	Input info here	Input info here	Input info here	77,000
7	Dato’ Seri (Dr.) Mohamed Azahari Bin Mohamed Kamil	Independent Director	55,000	18,400	Input info here	Input info here	Input info here	Input info here	73,400	55,000	18,400	Input info here	Input info here	Input info here	Input info here	73,400
8	Datuk Hew Lee Lam Sang	Independent Director	55,000	18,000	Input info here	Input info here	Input info here	Input info here	73,000	55,000	18,000	Input info here	Input info here	Input info here	Input info here	73,000
9	Chang Tuck Chee @ Philip Chang	Independent Director	55,000	20,000	Input info here	Input info here	Input info here	Input info here	75,000	55,000	20,000	Input info here	Input info here	Input info here	Input info here	75,000
10	Tong Lai Ling	Independent Director	55,000	16,000	Input info here	Input info here	Input info here	Input info here	71,000	55,000	16,000	Input info here	Input info here	Input info here	Input info here	71,000
11	Datin Adeline Hii Siew Ching – appointed on 15 January 2025	Non-Executive Non-Independent Director	52,708	13,000	Input info here	Input info here	Input info here	Input info here	65,708	52,708	13,000	Input info here	Input info here	Input info here	Input info here	65,708
12	The late Tan Sri (Dr.) Megat Najmuddin Bin Dato’ Seri Dr. Hj. Megat	Non-Executive Non-Independent Director	38,958	2,400	Input info here	Input info here	Input info here	Input info here	41,358	38,958	2,400	Input info here	Input info here	Input info here	Input info here	41,358

	Khas – retired on 30 May 2025															
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.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledges the recommendation to disclose the remuneration of Senior Management in bands of RM50,000. After due consideration, the Board is of the view that such disclosure may not be in the best interest of the Group, given the highly competitive market for talent within the education industry. The Board is also mindful of the need to preserve confidentiality and address potential security concerns associated with the detailed disclosure of Senior Management's remuneration. Accordingly, the Company has opted not to disclose the remuneration of Senior Management on a named basis or in bands. The Board will continue to review this approach, taking into consideration evolving regulatory expectations and market practices.	
		The Board is of the view that the disclosure of Senior Management's remuneration in the audited financial statements is adequate, as it complies with the requirements of the applicable approved accounting standards. The Board will continue to review the level of disclosure to ensure alignment with prevailing regulatory requirements and best practices.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the AC is Mr. Chong Ying Choy, while the Chairman of the Board is Tun Md Raus Bin Sharif.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application :	Applied	
Explanation on application of the practice :	The policy requiring a cooling-off period of at least three (3) years for a former audit partner prior to his appointment as a member of the AC has been incorporated in the Terms of Reference of the AC. A copy of the Terms of Reference of the AC is available on the Company's website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	The AC undertakes an annual assessment of the suitability and independence of the external auditors, including their performance, quality of work, and provision of non-audit services. In conducting this assessment, the AC also considers the views and feedback of management. The external auditors have confirmed their independence to the AC and their compliance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants. The AC was satisfied that the external auditors remained independent and effective in carrying out their audit responsibilities. Based on the assessment, the AC recommended the re-appointment of the external auditors to the Board, for onward recommendation to shareholders for approval at the forthcoming AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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	:	Currently, the AC comprises solely Independent Directors.

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.5
Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

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

Application	:	Applied
Explanation on application of the practice	:	The Chairman and members of the AC are financially literate and have discharged their duties in accordance with the Terms of Reference of the AC. The qualifications and experience of the AC members are set out in the Directors' Profile in the Annual Report. The AC assists the Board in fulfilling its fiduciary responsibilities, particularly in areas relating to financial reporting, accounting practices, and internal controls. The AC also reviews the annual financial statements and unaudited quarterly results to ensure their accuracy, adequacy, and compliance with applicable requirements. In summary, the AC undertook the following activities during the financial year: **i. Financial reporting** • Reviewed the quarterly financial reports and audited financial statements of the Group and Company prior to recommending them for Board approval. The AC made enquiries of management on significant fluctuations in financial performance and position, as well as the adequacy of processes and internal controls supporting financial reporting. • Reviewed compliance of financial statements with the Companies Act 2016, Main Market Listing Requirements ("MMLR"), applicable Malaysian Financial Reporting Standards, and other relevant regulatory requirements, including changes in accounting policies, if any. **ii. External auditors**

- Reviewed the external auditors' audit plan, scope of work, and audit strategy prior to the commencement of audit work.

- Reviewed audit findings, audit reports, and management responses, including significant issues raised by the external auditors.

- Reviewed the level of assistance provided by Group personnel to the external auditors.

- Recommended the audit fees for Board approval.

- Conducted an annual assessment of the external auditors' independence, objectivity, performance, and quality of service, and recommended their re-appointment for shareholders' approval.

- Reviewed and assessed proposals for non-audit services to ensure that auditor independence was not compromised.

- Held private sessions with the external auditors without the presence of management.

iii. Internal auditors

- Reviewed the effectiveness of the internal audit function, including its resources and performance, to ensure alignment with the International Professional Practices Framework ("IPPF").

- Reviewed and approved the internal audit plan to ensure adequate coverage of key business activities.

- Reviewed internal audit reports, significant findings, and management's responses and follow-up actions.

- Reviewed results of special assignments conducted by internal auditors.

- Held private sessions with the internal auditors without the presence of management.

iv. Risk management, internal control and reporting

- Reviewed the Audit Committee Report and the Statement on Risk Management and Internal Control ("SORMIC") prior to Board approval to ensure compliance with regulatory requirements.

<table>
<tr><td></td><td colspan="2">v. Related party transactions

• Reviewed related party transactions entered into by the Group and ensured appropriate disclosure in the Annual Report, where applicable.

vi. Whistle-blowing matters

• Reviewed whistle-blowing cases received, including investigation outcomes and follow-up actions, where necessary.

vii. Corporate governance compliance

• Reviewed the Group’s level of compliance with the MCCG, particularly in relation to financial reporting and internal audit, and recommended improvement actions to address identified gaps.

The AC members undertake continuous professional development to remain updated on developments in accounting, auditing, and financial reporting standards.

The NC evaluates the AC annually based on its composition, skills and competencies, and meeting effectiveness. The assessment indicated that the AC is effective, with members possessing appropriate expertise to discharge their responsibilities.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

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

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

Application :	Applied	
Explanation on application of the practice :	The Board has entrusted the RMC and the AC with the responsibility to review the Group's risk management processes and internal control framework. During the financial year, the AC met five (5) times to review internal audit reports, follow-up reports, and special audit reports presented by the Senior Director, Internal Audit. The outcomes of these meetings were reported to the Board. The RMC met two (2) times during the year to review the status of implementation of action plans to mitigate existing and emerging business risks faced by the Company and the Group. The outcomes of these meetings were also reported to the Board. In addition, the RMC Working Committee was established to support the RMC in identifying, assessing, and reviewing the Group's risk profile. The RMC Working Committee reports to the RMC, which in turn reports to the Board on key risk matters.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 10.2
The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Group adopts internationally recognised standards to support the effectiveness of its risk management and internal control system, as follows:

i) Risk management – ISO 31000:2009; and
ii) Internal audit – IPPF.

These frameworks provide a structured approach to identifying, assessing, and managing risks across the Group.

The key features of the risk management and internal control framework are disclosed in the SORMIC as set out in the 2025 Annual Report.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The RMC comprises solely Independent Directors and is chaired by Datuk Hew Lee Lam Sang. The other members are Dato' Seri (Dr.) Mohamad Azahari Mohamed Kamil and Ms. Tong Lai Ling.

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

Practice 11.1
The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied	
Explanation on application of the practice	:	The Internal Audit Charter was established, setting out the mission, policy, scope of work, responsibilities, authority, accountability, and independence of the Internal Audit Department ("IAD"). The annual internal audit plan is reviewed and approved by the AC to ensure that key business units and corporate functions are adequately covered. The AC also reviews the audit scope and coverage to ensure its appropriateness in relation to the Group's business activities, including significant business risks monitored by the RMC. The Senior Director of Internal Audit reports to the AC on whether internal audit activities are conducted in accordance with the IPPF and the Group Internal Audit Standard Operating Procedures, to ensure the effectiveness of the internal audit function. Further details on the effectiveness and independence of the internal audit function are set out in the AC Report and the SORMIC in the 2025 Annual Report.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 11.2
The board should disclose–

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

Application :	Applied
Explanation on application of the practice :	The Group has established an in-house internal audit function to support the AC and the RMC in ensuring the effectiveness of the risk management and internal control framework. The IAD is staffed by four (4) personnel and is led by Ms. Jade Lim Yuen Har, Senior Director, Internal Audit. She holds a Bachelor of Science in Accounting and Finance from the University of London (External Programme) (2002) and is a member of the Association of Chartered Certified Accountants (ACCA) and the Institute of Internal Auditors Malaysia (CMIIA). The internal auditors are free from any relationships or conflicts of interest that could impair their objectivity and independence, and report functionally to the AC. A risk-based approach is adopted in the development of the internal audit plan, whereby key risk areas are identified and prioritised. Audit engagements are carried out based on detailed audit procedures tailored to each audit area, taking into account the level of risk identified. The internal audit activities are conducted in accordance with the approved internal audit plan, which is designed to assess the adequacy, effectiveness, and efficiency of the Group's internal control and management reporting systems.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	

Measure :		
Timeframe :		

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of maintaining effective communication with shareholders, stakeholders, and the general public. It is committed to ensuring that shareholders and stakeholders are kept informed of material business developments and the Group's performance in a timely and transparent manner. The Board also acknowledges that effective investor relations are essential in enhancing stakeholder value. Recognising the importance of the timely dissemination of information to shareholders and other stakeholders, the Board is committed to ensuring that the shareholders and the general public have easy and convenient access to the Group's latest financial results, press releases, annual reports, and other corporate information through the following channels: • announcements and disclosures to Bursa Securities, including quarterly and annual results, via www.bursamalaysia.com; • the Company's corporate website at www.segi.edu.my; and • the Company's investor relations website at https://segi.investor.net.my/. In doing so, the Company remains mindful of the legal and regulatory requirements governing the release of material and price-sensitive information. The Company's Shareholder Communication Policy sets out the framework for effective engagement with shareholders, enabling them to exercise their rights in an informed manner. The policy is available on the Company's website at https://www.segi.edu.my/policies/ and is reviewed periodically by the Board to ensure its continued relevance. The Company may also conduct press conferences and meetings with analysts, where appropriate, to provide updates on the Group's developments. Analyst reports are made available to the public via the Company's investor relations website.

	The Head of Investor Relations and the Company Secretary are responsible for ensuring that information disclosed through the investor relations website is accurate and up to date. The Group welcomes enquiries and feedback from shareholders and stakeholders, which may be directed to the designated contact persons as published on the Company's website.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board recognises the recommendation under Practice 13.1 of the MCCG to provide at least 28 days' notice prior to a general meeting and endeavours to ensure that shareholders are given sufficient time to review the annual report and consider the resolutions to be tabled at general meetings. For the Company's 39th AGM, more than 28 days' notice was provided. The Company will continue to adopt this practice for future general meetings in line with the MCCG recommendation.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	All members of the Board, including the Chairmen of the respective Board Committees, together with Senior Management and the External Auditors, attended the Company's 2025 AGM, except for the former Chairman, the late Tan Sri (Dr.) Megat Najmuddin, who was unable to attend due to health reasons.	
		The Board ensured that the AGM proceeded effectively, with the presence of other Board members and Senior Management. The Group Managing Director addressed the questions raised by shareholders during the meeting.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Practice 13.3
Listed companies should leverage technology to facilitate–
- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

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

Application	:	Applied
Explanation on application of the practice	:	The Chairman and the Board encourage shareholders to attend and participate in the AGM, as it provides an important platform for shareholders to engage directly with the Board and Management, as well as to raise questions and seek clarification on matters relating to the Group's business and financial performance. The Directors and Senior Management, together with the External Auditors, are present at the meeting to respond to shareholders' queries. The Company had previously conducted its AGMs virtually via live streaming and Remote Participation and Voting ("RPV") facilities to facilitate shareholder participation. In line with the directive issued by the Securities Commission Malaysia and Bursa Securities requiring public listed companies to conduct physical or hybrid general meetings with effect from 1 March 2025, the Company convened its 2025 AGM in a physical format. The Company will continue to adopt this format for its forthcoming general meetings, where appropriate, to enhance shareholder engagement, transparency, and participation. Shareholders and proxies were given the opportunity to submit questions prior to and during the meeting. All resolutions tabled at the AGM were voted by way of poll using the RPV facilities. An independent scrutineer was appointed to validate the poll results, which were displayed on-screen at the meeting subsequently, and announced via Bursa Link on the same day.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

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

Practice 13.4

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

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.			
Application	:	Applied	
Explanation on application of the practice	:	Shareholders are encouraged to attend and participate in the AGM, as it serves as an important platform for them to engage directly with the Board and Management, as well as to raise questions and seek clarification on matters relating to the Group's business and financial performance. During the 2025 AGM, shareholders were given sufficient time to raise questions, which were addressed by the Group Managing Director in a timely manner.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.5

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

<table>
<tr><td colspan="3">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.</td></tr>
<tr><td>Application :</td><td colspan="2">Not applicable – only physical general meetings were conducted in the financial year</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2"></td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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

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

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The minutes of the AGM of the Company were made available on the Company's website within thirty (30) business days from the date of the AGM.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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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