

CORPORATE GOVERNANCE REPORT

STOCK CODE : 2054
COMPANY NAME : TDM 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 PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors (“the Board”) has overall responsibility for providing leadership and oversight of the strategic direction and affairs of TDM Berhad (“TDM” or “the Company”) to ensure the Company's long-term success and sustainability. Collectively, the Board is responsible for the long-term success of the Group and the delivery of sustainable value to its stakeholders.</p> <p>Recognising the heightened focus on corporate governance, the Board consistently upholds ethical conduct in discharging its fiduciary duties and promotes transparency and effective engagement at all levels of the organisation to foster a strong governance culture and to prevent misconduct.</p> <p>In carrying out its responsibilities, the Board is guided by the Companies Act 2016, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Malaysian Code on Corporate Governance 2021 (“MCCG”), the Company's Constitution, Board Charter and relevant internal policies.</p> <p>The Board's key responsibilities include, among others: -</p> <ul style="list-style-type: none">• Governing and setting the strategic direction of the Company while exercising oversight on the Management.• identifying principal risks and ensuring the implementation of appropriate internal controls to manage those risks.• reviewing and approving key matters such as financial results, investments and divestments, acquisitions and disposals, and major capital expenditure.

- Ensuring that sustainability considerations are integrated in corporate strategy, governance and decision-making.

To support its stewardship role, the Board has established four (4) Board Committees, namely the Audit Committee (“AC”), Nomination and Remuneration Committee (“NRC”), Board Risk, Compliance and Sustainability Committee (“BRCC”), and Board Tender Committee (“BTC”) (collectively, the “Board Committees”). Each Board Committee operates within its respective Terms of Reference (“TOR”), as approved by the Board.

The Chairman of each Board Committee reports to the Board on the outcomes of the Committee’s meetings and resolutions, including key issues deliberated and recommendations made for the Board’s consideration.

Despite the delegation of responsibilities to the Board Committees, the ultimate decision-making authority remains with the Board.

In addition to its core fiduciary duties, The Board recognises that sustainability considerations, including environmental, social and governance (“ESG”) matters, are integral to the Group’s long-term value creation. Accordingly, the Board provides strategic oversight to ensure that sustainability priorities are embedded in the Group’s business strategies, risk management framework and operational planning. The Board also reviews sustainability-related risks and opportunities, including climate-related matters, as part of its overall risk oversight responsibilities, and monitors the Group’s sustainability performance through periodic updates from Management. These matters are increasingly material to the Company’s ability to create durable and sustainable value, manage risks and opportunities, and maintain stakeholder confidence.

This approach is also reflected in the Sustainability Report, which is guided by the National Sustainability Reporting Framework (“NSRF”), the overarching framework that sets out Malaysia’s sustainability reporting direction. As a Group 2 company, the Group is not yet subject to mandatory NSRF adoption, however, the framework has been voluntarily referenced as a point of guidance. This reflects the Group’s commitment to progressively strengthening its sustainability disclosures, while preparing for future regulatory expectations and ensuring alignment with national standards and emerging best practices in sustainability reporting.

The Board also oversees the governance of technology and digital initiatives within the Group, including data governance and cyber-related risks. This oversight ensures that appropriate policies, controls, and frameworks are in place to safeguard information integrity, support business continuity, and enable effective decision-making in an increasingly digital environment.

During the year, several policies were adopted and enhanced to further strengthen the Group's governance framework. These included the introduction of Group-wide digital governance through the adoption of the Policy and Procedure for Digital Project Implementation for TDM Group, which establishes a structured framework for the planning, approval, implementation, monitoring and maintenance of all digital initiatives across the Group.

In addition, the Policy and Procedure for Data Usage and Governance for TDM Group was adopted to provide a comprehensive framework for the effective and responsible management of the Group's data assets, with emphasis on data quality, integrity, security and compliance with applicable regulatory requirements, while supporting data-driven decision-making.

On human capital development, the Group implemented the TDM Group Talent Management Programme to strengthen leadership development and succession planning. The Group also adopted KMI's Corporate Governance Policies and Medical By-Laws, alongside enhancements to procurement policies aimed at improving transparency, accountability and internal controls.

Collectively, these initiatives have further embedded robust governance practices across the Group, strengthened regulatory compliance, and reinforced the Board's commitment to sustainable long-term value creation.

On 1 January 2025, Haji Najman bin Kamaruddin relinquished his position as Executive Director and was re-designated as the Group Chief Executive Officer ("GCEO") of the Company. During the year, the Company also experienced changes to the composition of the Board following the demise of Encik Mohd Kamaruzaman bin A Wahab, an Independent Non-Executive Director, on 8 August 2025.

Following these changes, the Board now comprises six (6) Directors, consisting of two (2) Non-Independent Non-Executive Directors and four (4) Independent Non-Executive Directors.

In setting the Company's strategic direction, the Board relies on regular reports and briefings from the GCEO, who updates the Board on the Group's operations, key issues, and strategic plans at each Board meeting. This keeps the Board informed of the Company's business activities and developments and enables it to provide guidance and oversight in formulating short- and long-term strategies.

The Board's deliberations include consideration of the efficient deployment of resources and are guided by the Company's values, principles, and ethical standards. Other Key Management and professional advisers may be invited to attend Board meetings, when necessary, to provide additional insights and professional advice.

In overseeing the Company's strategic and business plans, and in setting the goals and targets of the TDM Group, the Board actively participates in developing and reviewing the Group's strategic plans. The Board provides objectivity, commercial acumen and collective judgement to ensure that the Group's strategies support sustainable long-term value creation. The strategic plans also consider economic, environmental, safety and health, social, political and governance factors that underpin the Group's sustainability agenda.

For the financial year under review, the Board and Management Retreat was held from 19 to 21 August 2025. This retreat principally focussed on in-depth deliberations of the Strategic Business Plan and Budget of TDM Berhad and the Group for FY2026 to FY2030, under the themed "FOCUS 30: Shaping Towards the Future Growth".

During the retreat, Management provided the Board with comprehensive briefings on the Company and industry outlooks, Group performance, financial trends, Budget 2026, and the TDM Group's Five-Year Business Plan. The Group Strategic Business Plan and Budget were deliberated and scrutinised to ensure alignment with the Group's strategic direction before being presented to the respective Boards of Directors for approval at the relevant Company Board Meetings. This process provided Management with clear strategic direction to support effective executions, enhance operational performance and improve overall profitability. In addition, the Board and Management were also briefed by an external consultant on the Malaysian industry and economic outlook.

	<p>The Board recognises that access to comprehensive, accurate and timely information, coupled with continuous professional development, is essential in enabling Directors to discharge their duties effectively and uphold sound governance practices in line with the Malaysian Code on Corporate Governance (“MCCG”). In this regard, Directors are encouraged to undertake continuous training to remain abreast of regulatory developments, emerging industry trends and evolving governance practices. The Company’s Corporate Membership with the Institute of Corporate Directors Malaysia (“ICDM”) supports this commitment by providing access to structured director development programmes, governance resources and thought leadership initiatives, complemented by relevant programmes conducted by other reputable training providers, thereby enhancing Board effectiveness, informed oversight and long-term value creation.</p> <p>During the year, TDM conducted the TDM Group Directors’ Development Programme 2025, which covered <i>Generative AI for Organisational Efficiency and Understanding Financial Statements for Non-Financial Professionals</i>. These sessions aimed to enhance Directors’ understanding of technology-driven governance tools and strengthen their financial literacy. In addition, TDM, in collaboration with Terengganu Incorporated Sdn. Bhd., organised an AI-focused programme titled <i>From Boardroom to Botroom: Leading Enterprises Through the AI Revolution</i>, further reinforcing the Board’s commitment to continuous improvement, governance excellence, and sustainability-aligned leadership.</p> <p>These initiatives are part of the Group’s ongoing efforts to ensure that the Board is adequately equipped to fulfil its obligations and responsibilities effectively.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.2

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

Application	: Applied
Explanation on application of the practice	<p>The roles and responsibilities of the Chairman are clearly specified in Item 16 of the Board Charter, which is available on Company's website at https://www.tdmberhad.com.my/corporate_governance.</p> <p>YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil) has served as the Chairman of the Board since his appointment on 2 August 2022. In this role, he has played a key part in ensuring effective Board leadership, strengthening oversight of Management, and upholding high standards of corporate governance.</p> <p>The Chairman facilitates Board discussions by ensuring sufficient time is allocated for the deliberation of complex matters and critical issues, promotes active participation and encourages the free expression of diverse views, including dissenting opinions, to enable balanced and informed decision-making. He also ensures that all Board resolutions are duly tabled for voting and that decisions are made in accordance with the majority view.</p> <p>During the financial year ended 31 December 2025, the Chairman discharged his responsibilities by, among other actions:</p> <ol style="list-style-type: none">1. Providing effective leadership to the Board while upholding the principle of collective responsibility for Board decisions;2. Chairing Board meetings in a manner that encouraged constructive debate and meaningful contributions from all Directors;3. Ensuring adequate time was allocated for the discussion of matters tabled for the Board's deliberation;4. Ensuring meetings of the Board Committees were conducted separately and not combined with the main Board meetings;

	<ol style="list-style-type: none"> 5. Reviewing the minutes of Board meetings to ensure they accurately reflected the Board’s deliberations and that matters arising were appropriately addressed; 6. Leading the Board in establishing, implementing, and monitoring sound corporate governance practices within the Company; 7. Presiding over and attending Board and shareholders’ meetings, and ensuring such proceedings were conducted in accordance with good governance practices; 8. Setting the Board agenda, in consultation with Management and the Company Secretary, and ensuring Directors received complete, accurate, and timely information to facilitate informed decision-making; and 9. Facilitating effective communication between the Board and the Company’s stakeholders.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman of the Board and Group Chief Executive Officer (“GCEO”) are held by two (2) separate individuals, with a clear and well-defined division of responsibilities between the roles. This separation ensures an appropriate balance of power and authority, so that no individual has unfettered decision-making powers.</p> <p>The details of the separation of roles and functions between the Chairman of the Board and the GCEO are set out in Item 17 of the Board Charter, available on the Company’s website at https://www.tdmberhad.com.my/corporate-governance.</p> <p>The Chairman of the Board, YBM Tengku Seri Bijaya Raja (Dato’ Seri Tengku Farok Hussin bin Tengku Abdul Jalil), is primarily responsible for providing leadership to the Board, guiding the Group’s strategic direction, and leading the Board in its collective oversight of Management.</p> <p>Meanwhile, the GCEO, Haji Najman bin Kamaruddin, is responsible for the Group’s business operations and day-to-day management, as well as for implementing the policies, strategies, and decisions approved by the Board.</p> <p>In this capacity, the GCEO oversees the Group’s overall business and operations and leads the Management team in the day-to-day conduct of the Company’s affairs, ensuring that the Board’s strategies, policies, and decisions are effectively executed and that the Group’s operations are managed efficiently, as delegated by the Board from time to time.</p> <p>The specific roles and responsibilities of the GCEO are set out in Item 18 of the Board Charter, accessible on the Company’s website at https://www.tdmberhad.com.my/corporate-governance.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	<p>The Chairman of the Board, YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil), is not a member of the AC, NRC, or any other Board Committees of the Company. In addition, the Chairman does not participate in the meetings or deliberations of any Board Committee.</p> <p>This practice is expressly stated in the respective TOR of the Board Committees, thereby reinforcing the independence of the Committees and ensuring appropriate checks and balances within the Board's governance framework.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by an in-house qualified Company Secretary, Encik Wan Muhammad Akmal bin Wan Zawawi, who is responsible for advising the Board on regulatory requirements and corporate governance matters to ensure the Board discharges its duties and responsibilities effectively.</p> <p>Encik Wan Muhammad Akmal bin Wan Zawawi is the Head of Secretarial at TDM Berhad. He is a Certified Company Secretary under the Malaysian Association of Company Secretaries (“MACS”) and holds a Practising Certificate for Secretaries pursuant to Section 241 of the Companies Act 2016. He has over 15 years of professional experience in corporate secretarial and governance matters.</p> <p>During the financial year, the Company Secretary discharged, among other duties, the following key responsibilities: -</p> <ul style="list-style-type: none">a) Advised the Board and Directors on their roles, responsibilities, and obligations, and provided regular updates on new statutory and regulatory requirements relevant to the discharge of Directors’ duties;b) Ensured that the Board and Board Committees functioned effectively in accordance with the Board Charter and the respective Terms of Reference;c) Monitored developments in corporate governance and facilitated the Board’s adoption of best practices under the Malaysian Code on Corporate Governance, taking into account the Board’s needs and stakeholders’ expectations;d) Ensured that Board and Board Committee meetings were scheduled well in advance and that a formal schedule of matters reserved for the Board’s deliberation and approval was maintained, ensuring that the conduct and direction of meetings remained under the Board’s control;

	<p>e) Managed the logistics of Board and Board Committee meetings, attendance of Directors, and facilitated effective communication among Board members;</p> <p>f) Attended all Board and Board Committee meetings, ensured that deliberations and decisions were accurately recorded, and maintained proper records of proceedings;</p> <p>g) Recorded disclosures of Directors' interests and advised interested Directors on the applicable requirements relating to abstention from deliberation and voting on relevant matters;</p> <p>h) Advised and facilitated the annual Board Effectiveness Evaluation;</p> <p>i) Oversaw the conduct of general meetings, ensuring that due processes and proceedings were properly observed and managed; and</p> <p>j) Served as the focal point for communication and engagement on corporate governance matters.</p> <p>Most importantly, all Directors have direct and unrestricted access to the information, advice and services of the Company Secretary, who is supported by an experienced secretarial team to ensure effective governance practices across the Group. The Company Secretary and the team remain up to date with regulatory changes, corporate governance developments and statutory requirements through continuous professional development programmes, including those prescribed by the Companies Commission of Malaysia and relevant professional bodies.</p> <p>The Board evaluates the performance of the Company Secretary as part of the Board Effectiveness Evaluation process. For the financial year ended 31 December 2025, the Board expressed satisfaction with the quality of support and advice provided to the Board and Board Committees, as reflected by a score of 4.67 out of 5 in the Board Effectiveness Evaluation.</p>
<p>Explanation for departure :</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretary ensures that Board and Board Committee meetings are scheduled well in advance by preparing an annual tentative calendar, which includes a formal schedule of matters reserved for the Board's deliberation and approval. This enables an effective and timely flow of information to the Board and ensures that the direction and conduct of meetings remain under the Board's control.</p> <p>Notice of Board Meetings and agenda are sent to Directors via email</p> <p>Notices of meetings and agendas are circulated to Directors via email at least seven (7) days before each meeting. Directors are provided with electronic devices, and all notices and Board papers are uploaded and distributed electronically, allowing secure and instant access at any time and from any location. The Company also uses a secure cloud-based platform for distributing and sharing Board and Board Committee papers, which enhances efficiency while minimising the risk of unauthorised access to sensitive information. Multiple electronic platforms are maintained to serve different user groups.</p> <p>Upon receiving meeting materials from Management, the Company Secretary ensures that all papers are promptly uploaded for the Board's review. Where necessary, the Management and professional advisers are invited to attend meetings to provide additional insights, professional views, and explanations on specific agenda items to support informed decision-making.</p>

	<p>Circulation of Minutes of Meeting</p> <ol style="list-style-type: none"> 1) Deliberations and decisions of the Board and Board Committees are minuted clearly, accurately and promptly, capturing decisions made, key discussions, comments, concerns, and any dissenting views, including disclosures of abstention or recusal from deliberation or voting where applicable. 2) Action items arising from Board decisions, along with agreed timelines and responsible persons, are clearly recorded in the minutes, and the relevant extracts are circulated by the Company Secretary to Management for follow-up action. 3) The Company Secretary monitors the status of actions arising from previous meetings and report progress through matters arising papers tabled at subsequent Board and Board Committee meetings. 4) Board and Board Committee meetings are conducted to enable Directors to discharge their duties effectively, supported by the timely provision of relevant and adequate information to facilitate informed and effective deliberation and decision-making. 	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is guided by the Board Charter, which clearly sets out its roles and responsibilities in fulfilling its fiduciary and leadership functions. The Board reviews the Board Charter periodically to ensure it remains aligned with current regulatory requirements and best governance practices.</p> <p>The Board Charter is available on the Company's website at https://www.tdemberhad.com.my/corporate-governance.</p> <p>The Board is kept informed of the responsibilities delegated to each Board Committee and the matters deliberated at Board Committee meetings through regular reports presented by the respective Board Committee Chairmen at Board meetings.</p> <p>The Board Charter is reviewed as and when necessary to ensure it remains appropriate and fit for purpose. As no amendments were required during the financial year, the Board Charter remained appropriate and effective. Any amendments to the Board Charter, including those arising from changes to MMLR of Bursa Securities or other regulatory expectations, are subject to Board approval.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Code of Business Ethics ("CoBE") describes and reinforces the Company's guiding values and commitment, which are consistent with its policies and practices, and are fundamental to the Company's legal and regulatory compliance obligations.</p> <p>The CoBE is founded on the principles of integrity, mutual trust, and respect, which are essential in fostering long-term, mutually beneficial relationships with all stakeholders.</p> <p>Most importantly, the CoBE sets out guidelines and ethical standards of conduct applicable to all Directors and employees of the Group, as well as third parties dealing with the Group. The standards serve as a general reference and guide and are not intended to supersede any applicable legal or regulatory requirements, including those imposed by the Federal and State Governments.</p> <p>The Company's commitment to the CoBE extends to all stakeholders, encompassing every individual and organisation with an interest in, or involvement with, the operations of TDM.</p> <p>a) Compliance with Laws and Regulations</p> <p>TDM is committed to complying with all applicable laws and regulations in maintaining ethical conduct and expects the same level of compliance from its business associates in the course of all related transactions.</p> <p>All employees and Board members are required to comply with all laws and regulations applicable to the Group across all areas of its business operations.</p>

While it is the Group's philosophy to address matters internally where appropriate, nothing in the CoBE shall prevent or discourage any party from reporting any illegal activity, including violations of any Federal, State, or International laws, rules, or regulations, to the relevant authorities.

The CoBE is intended to promote ethical practices and shall not act as an obstacle to any party testifying, participating in, or assisting with any legal proceedings or investigations, or otherwise upholding the intent of the law.

No employee or Board member shall discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against any employee who, in good faith, reports a violation.

b) Professionalism

The Group is committed to maintaining the highest standards of professionalism to meet and exceed the expectations of its customers and strives to develop high levels of employee competency to deliver high-quality products and services.

Results are achieved by demonstrating respect and responsible conduct, which guide TDM in its dealings with customers, employees, business partners, and the environment. In doing so, all parties shall be treated with dignity and courtesy to foster a positive and productive work environment, while complying with all applicable laws, rules, and regulations.

The Group also acts responsibly towards its customers and business partners by ensuring the timely delivery of consistently high-quality goods and services and by working collaboratively to create sustainable value.

As strong performance is essential to investors and the long-term success of the business, the CoBE serves as a fundamental guide in achieving the Group's objectives through ethical, lawful, and morally sound conduct.

c) Conflict of Interest

When dealing with business associates, any actual or apparent conflict between personal and professional interests must be avoided and managed in an honest and ethical manner. Employees and Board members are required to act in the best interests of the Group and its stakeholders, and personal interests must not interfere with, influence, or adversely affect the interests of the organisation.

Certain relationships or transactions may be permitted, notwithstanding their appearance, provided they are properly disclosed and reviewed through a transparent and ethical process of declaration, discussion, and approval, and are determined not to be detrimental or improper to the Group.

Any conflict of interest, or the appearance thereof, is prohibited unless and until it has undergone the appropriate process of disclosure, consultation, and formal approval.

d) Moral Standards of Honesty, Integrity and Fair Dealing

In its relationships with partners, customers, and suppliers, the Group conduct business in accordance with its core values of highest standards of integrity, transparency, fairness, and reliability.

Suppliers, customers, competitors, and employees shall be dealt with honestly, ethically, and fairly by all employees and Board member. Any statement concerning the Group's products and services must not be false, misleading, deceptive, or fraudulent. No individual shall be unfairly taken advantage of through manipulation, concealment, misuse of privileged or confidential information, misrepresentation of material facts, or any other form of unfair dealing.

Ethical practices are embedded in the Group's talent management processes. The Group is committed to recruiting, promoting, and retaining individuals who demonstrate a strong commitment to ethical principles. Integrity is a prerequisite for continued employment and career advancement.

Business partners are selected with due care and diligence, and the Group engages only vendors and suppliers who share and align with its commitment to ethical business conduct, recognising that their actions directly impact the Group's reputation and sustainability.

e) Occupational Safety and Health

TDM is committed to safeguarding the safety and health of all employees and customers through the continuous integration of Occupational Safety and Health ("OSH") practices into its business operations and strategic decision-making processes.

This commitment extends beyond statutory compliance, with the Group striving to cultivate a work culture in which safety and health are prioritised and embedded as fundamental organisational values.

f) Sexual Harassment

In line with the Group's commitment to maintaining a workplace free from harassment and discrimination, all employees have the right to work in an environment free from harassment based on ethnicity, religion, gender, national origin, ancestry, non-disqualifying physical or mental disability, marital status, sexual orientation, or gender identity.

No employee, regardless of gender, shall be subjected to unsolicited, inappropriate, or unwelcome sexual advances or conduct.

TDM will take prompt and appropriate action to address any harassment involving managers, co-workers, or third parties, whether it occurring within the workplace or in the course of employment. The Group remains committed to fostering a respectful and dignified work environment.

g) Uncompromised Fights against Corruption

The Group adopts a zero-tolerance approach towards corruption, bribery, embezzlement, abuse of power, insider trading, and money laundering. To reinforce this commitment, the Group has established and implemented an Anti-Bribery and Corruption Policy.

	<p>This policy provides clear guidelines on the prevention and management of corrupt practices, including internal and external improper solicitations or inducements that may arise in the course of business.</p> <p>In addition, a Whistleblowing Policy and its supporting procedures, have been established to provide a structured and confidential channel for reporting suspected misconduct or violations.</p> <p>The CoBE is also available on the Company’s website at http://www.tdemberhad.com.my/corporate-governance.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>TDM has established a Whistleblowing Policy that provides channel for employees of the TDM Group and other stakeholders to report concerns regarding alleged unethical conduct, as well as actual or suspected fraud within the Group.</p> <p>The Board is committed to embedding an effective whistleblowing programme by ensuring the availability of a safe and accessible platform for employees and other stakeholders to raise concerns regarding improper conduct, including but not limited to illegal, unethical, or improper business practices affecting the Company, as well as matters to business improvement.</p> <p>The Whistleblowing Policy is subject to periodic review by the Board, or as and when necessary, to ensure its continued relevance and alignment with evolving best practices in corporate governance.</p> <p>Employees may disclose improper conduct based on their reasonable belief that any person has engaged in, is engaging in, or is preparing to engage in such conduct. Any disclosure made does not necessarily result in disciplinary action or prosecution against the person concerned. Employees are assured that they will not be subjected to any form of harassment intimidation, victimisation, retribution, or retaliation by the employer, including by their superiors or any members of Management, when disclosures are made in good faith.</p> <p>The Whistleblowing Policy is available on the Company’s website at http://www.tdemberhad.com.my/corporate-governance.</p>

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

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of incorporating Environmental, Social and Governance considerations throughout the Group's business operations and decision-making processes. Sustainability is embedded within the Group's corporate strategy, governance framework and risk management approach to support long-term value creation.</p> <p>The Board holds ultimate accountability for the oversight of Sustainability-Related Risks and Opportunities ("SRROs") and Climate-Related Risks and Opportunities ("CRROs"). The Board sets the Group's strategic direction and risk appetite, ensures that sustainability considerations are integrated into the development and implementation of corporate strategies and business plans, and provides oversight on long-term value creation. The Board also approves the Group's sustainability disclosures, including the Sustainability Statement within the Integrated Annual Report.</p> <p>To assist the Board in discharging these responsibilities, the BRCC provides dedicated oversight on sustainability matters. The BRCC reviews the Group's sustainability strategies, targets and policies, monitors the performance of SRROs and CRROs, and oversees sustainability reporting and disclosures. In addition, the BRCC assesses the adequacy of the Group's risk management framework and internal control systems in addressing sustainability-related risks and opportunities. The BRCC meets at least twice a year, in accordance with its TOR.</p>

	<p>At the management level, the Sustainability Committee (“SCoM”), chaired by the GCEO and comprising representatives from cross-functional Heads of Departments and Heads of Subsidiaries, meets quarterly to deliberate on the Group’s ESG performance and sustainability priorities. SCoM is responsible for translating the Board’s strategic direction into actionable initiatives, reviewing the performance of SRROs, CRROs and sustainability-related Key Performance Indicators (“KPIs”), as well as overseeing the Group’s materiality assessment process.</p> <p>The Compliance and Sustainability Unit plays a central coordinating role in managing the Group’s sustainability agenda. The unit coordinates the sustainability reporting process, monitoring regulatory developments and compliance requirements, and tracking emerging ESG trends and evolving stakeholder expectations to ensure continue alignment with national and international sustainability frameworks.</p> <p>Supporting the implementation at the operation level is the Sustainability Working Group (“SWG”), comprising representatives from various divisions and subsidiaries. The SWG is responsible for implementing sustainability initiatives within their respective operational areas, identifying and monitoring SRROs and CRROs at the divisional level, and tracking the Group’s sustainability performance indicators.</p> <p>This multi-tier governance structure ensures that sustainability considerations are integrated across all levels of the organisation, enabling the Group to effectively manage sustainability-related risks and opportunities while supporting responsible and sustainable business growth.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that the Group's sustainability strategies, priorities, targets and performance are communicated effectively to both internal and external stakeholders. Sustainability-related information is disclosed through various channels, including the Group's Sustainability Statement in the Integrated Annual Report, the Company's corporate website, materiality matrix disclosures and sustainability-related engagements and events.</p> <p>In FY2024, TDM revisited its materiality assessment by conducting a materiality survey involving both internal and external stakeholders to ensure continued relevance, alignment with stakeholder expectations and compliance with evolving regulatory requirements.</p> <p>In FY2025, the Group continued to adopt a structured and integrated sustainability approach that balances economic performance, environmental stewardship and social responsibility across its plantation and healthcare operations. The Group maintained its 15 Material Sustainability Matters ("MSMs"), representing sustainability issues that are most significant to the Group's long-term value creation and stakeholder interests. These MSMs are categorised under Governance, Economic, Social and Environmental themes.</p> <p>During the year, the Group strengthened its sustainability approach by adopting the double materiality principle, which considers both financial materiality (how sustainability-related issues affect the Group's financial performance) and impact materiality (how the Group's activities affect the environment and society). This approach enhances the Group's understanding of sustainability-related risks, opportunities and impacts, and supports the integration of sustainability considerations into decision-making and strategic planning.</p>

	<p>The Group has established relevant metrics and targets to monitor the performance of its MSMs including those relating to SRROs and CRROs.</p> <p>In addition, the Group’s sustainability priorities and targets are also embedded within the TDM Strategic Business Plan and Budget 2026-2030, ensuring that sustainability considerations are integrated into long-term strategic planning and business performance monitoring.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.3

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

Application	: Applied																											
Explanation on application of the practice	<p>To ensure that the Board remains abreast of sustainability-related issues relevant to the Company and its business operations, the Board attended several training programmes during the year, as follows: -</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">No.</th> <th style="width: 70%;">Title</th> <th style="width: 25%;">Date</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Beyond Firewalls: A Director's Guide to Cybersecurity in an Uncertain World</td> <td>18 February 2025</td> </tr> <tr> <td>2.</td> <td>Integrity Insights for Directors: Tackling CBT, Conflict of Interest, RPT & Corruption</td> <td>6 May 2025</td> </tr> <tr> <td>3.</td> <td>Technology of Transfer (TOT) Malaysian Palm Oil Board</td> <td>16 June 2025</td> </tr> <tr> <td>4.</td> <td>Rethinking Risk: Aligning Uncertainty with Opportunity</td> <td>6 July 2025</td> </tr> <tr> <td>5.</td> <td>ICDM Power Talk: Leading for Longevity: The Board's Role in Driving Innovation</td> <td>10 July 2025</td> </tr> <tr> <td>6.</td> <td>Future-Ready Boards: Mastering Strategic Leadership in a Disruptive World</td> <td>28 July 2025</td> </tr> <tr> <td>7.</td> <td>The Human Edge in an AI World: Culture as Your Competitive Advantage</td> <td>18 August 2025</td> </tr> <tr> <td>8.</td> <td>TDM Group Directors' Development Programme 2025: Generative AI for Organisational Efficiency and Understanding Financial Statement for Non-Financial Professionals</td> <td>4 September 2025</td> </tr> </tbody> </table>	No.	Title	Date	1.	Beyond Firewalls: A Director's Guide to Cybersecurity in an Uncertain World	18 February 2025	2.	Integrity Insights for Directors: Tackling CBT, Conflict of Interest, RPT & Corruption	6 May 2025	3.	Technology of Transfer (TOT) Malaysian Palm Oil Board	16 June 2025	4.	Rethinking Risk: Aligning Uncertainty with Opportunity	6 July 2025	5.	ICDM Power Talk: Leading for Longevity: The Board's Role in Driving Innovation	10 July 2025	6.	Future-Ready Boards: Mastering Strategic Leadership in a Disruptive World	28 July 2025	7.	The Human Edge in an AI World: Culture as Your Competitive Advantage	18 August 2025	8.	TDM Group Directors' Development Programme 2025: Generative AI for Organisational Efficiency and Understanding Financial Statement for Non-Financial Professionals	4 September 2025
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	No.	Title	Date
	9.	International Seminar on Advancing the Next Generation of Oil Palm Planting Materials & Annual General Meeting	17 November 2025
	10.	International Palm Oil Congress and Exhibition (PIPOC) 2025	18 to 20 November 2025
Explanation for departure :	<p>In addition, the Board is regularly updated and briefed on the Group's sustainability-related issues. ESG performance updates are tabled to the BRCC and the Board on a quarterly basis for deliberation.</p>		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure :			
Timeframe :			

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board and Senior Management are responsible for addressing the Group’s material sustainability risks and opportunities. The Board holds ultimate accountability for the oversight of SRROs and CRROs and ensures that sustainability considerations support the Group’s long-term value creation.</p> <p>The performance of the Board in overseeing sustainability matters is assessed through the annual Board Effectiveness Evaluation, which includes a review of the Board’s effectiveness in addressing the Group’s material sustainability matters.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
Application	: Adopted
Explanation on adoption of the practice	: <p>The Board has designated the Compliance and Sustainability Unit under the Compliance, Integrity and Sustainability Department (“CISD”) to provide dedicated focus in managing the Group’s sustainability agenda and to support the integration of sustainability considerations into the Group’s operations and decision-making processes.</p> <p>Established in November 2019, CISD supports the BRCC and Management by coordinating the Group’s sustainability initiatives and ensuring alignment with applicable regulatory requirements and emerging sustainability frameworks.</p> <p>The key responsibilities of the Compliance and Sustainability Unit include coordinating the sustainability reporting process, monitoring regulatory developments and compliance requirements, and tracking emerging ESG trends and evolving stakeholder expectations. The unit also supports Management in implementation of sustainability initiatives across the Group and in monitoring the Group’s sustainability performance.</p> <p>Through this dedicated function, the Group ensures that sustainability considerations are integrated into its governance, strategy and operational activities, thereby supporting the effective management of sustainability-related risks and opportunities and the Group’s long-term value creation.</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.

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC periodically reviews the composition and size of the Board to ensure it remains appropriate and effective, or as required. The tenure of each Director is evaluated annually, where applicable.</p> <p>The NRC identifies and recommends suitable candidates to the Board for appointments of the Board and Board Committees, as well as for the re-election and re-appointment of Directors. In addition, the NRC reviews the independence of Independent Directors and considers matters relating to Board succession planning and Directors' training and development.</p> <p>The NRC's TOR clearly set out the tenure of Directors and the process for the annual re-election of Directors standing for re-election at the Annual General Meeting ("AGM"), in accordance with the Companies Act 2016, the MMLR of Bursa Securities, and other relevant considerations. These include Directors' disclosures of interest, declarations of transactions with the Group, related party transactions, and any potential conflict of interest situations, to ensure the Board remains fully informed and in compliance with its fiduciary obligations.</p> <p>The Board and the NRC recognise that Directors' performance is a key consideration in recommending Directors for re-election to shareholders. In this regard, the Company implemented a Directors' Fit and Proper Policy in 2022, which serves as a guiding framework to ensure all Directors possess the requisite integrity, competencies, experience, and commitment to effectively discharge their duties and responsibilities.</p> <p>The Company complies with Practice 5.3 of the Malaysian Code on Corporate Governance 2021, which stipulates that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. The tenure of the respective Independent Directors of TDM as at 31 December 2025 is set out below: -</p>

	Name of Directors	Tenure
	1. Haji Azlan bin Md Alifiah	7 years 4 months
	2. Dr Norhasiza binti Mat Jusoh	2 years 7 months
	3. Dato' Roslee bin Chik	1 year 9 months
	4. YB Haji Bakri bin Jamaluddin	1 year 9 months
	<p>The Board will provide justification and seek annual shareholders' approval through a voting process if it intends to retain an Independent Director who has served for more than nine (9) years. Following such approval, the tenure of an Independent Director shall not exceed a cumulative term of twelve (12) years from the date of appointment, after which the Director may continue to serve on the Board subject to re-designation as a Non-Independent Director.</p> <p>Meanwhile, the NRC, with the assistance of the Company Secretary, conducts an annual evaluation of the performance of the Board, Board Committees, and the contribution of each individual Director. This assessment, which includes a review of the independence of each Independent Director, is carried out through the Board Effectiveness Evaluation ("BEE") using a set of customised questionnaires.</p> <p>The annual BEE also provided the Board with valuable insights into its overall performance, dynamics, and effectiveness. Key areas reviewed included Board composition, quality of deliberations, decision-making processes, and oversight of strategic and sustainability matters. The NRC considered the evaluation outcomes and identified areas for improvement, with action plans to be implemented and monitored to further strengthen Board effectiveness.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied									
Explanation on application of the practice	:	<p>On 1 January 2025, Haji Najman bin Kamaruddin relinquished his position as Executive Director and was re-designated as the GCEO of the Company. During the year, the Company also experienced changes to the composition of the Board following the demise of Encik Mohd Kamaruzaman bin A Wahab, an Independent Non-Executive Director, on 8 August 2025.</p> <p>Following these changes, the Board now comprises six (6) Directors, consisting of two (2) Non-Independent Non-Executive Directors (“NINEDs”) and four (4) Independent Non-Executive Directors (“INEDs”).</p> <p>This Board composition complies with the MMLR of Bursa Securities, with INEDs making up at least one-third of the Board and meeting the requirements of Paragraph 15.09(1)(b) of the MMLR of Bursa Securities. In addition, the majority representation of INEDs on the Board is in line with Practice 5.2 of the Malaysian Code on Corporate Governance.</p> <p>In addition, the majority representation of INEDs on the Board reflects the Company’s application of Practice 5.2 of the Malaysian Code on Corporate Governance, underscoring the Board’s commitment to maintaining a strong level of independence in its composition.</p> <table border="1"><thead><tr><th></th><th>Composition</th><th>%</th></tr></thead><tbody><tr><td>Non-Independent Non-Executive Director</td><td>2/6</td><td>33.33</td></tr><tr><td>Independent Non-Executive Director</td><td>4/6</td><td>66.67</td></tr></tbody></table>		Composition	%	Non-Independent Non-Executive Director	2/6	33.33	Independent Non-Executive Director	4/6	66.67
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	<p>The presence of a majority of INEDs supports effective checks and balances at Board level by facilitating independent judgement and objective evaluation of matters deliberated by the Board, thereby strengthening oversight and contributing to balanced and well-considered decision-making.</p> <p>The Board considers that the current number of Independent Directors, who form the majority of the Board, is sufficient to ensure an appropriate balance of power and authority. Their independent views, advice and judgement are essential for the Board to reach fair, unbiased and objective decisions, thereby playing a key role in promoting sound corporate accountability.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>For the year under review, none of the Independent Directors has exceeded a cumulative tenure of nine (9) years.</p> <p>The Company has specified under Item 11 of the Board Charter that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. The Board Charter is available on the Company's website at https://www.tdmberhad.com.my/corporate-governance.</p> <p>In the event that the Board intends to retain an Independent Director who has served beyond nine (9) years, the Board will provide justification and seek annual shareholders' approval through a two-tier voting process, in accordance with the Malaysian Code on Corporate Governance.</p> <p>Subsequent to such approval, the tenure of the Independent Director shall not exceed a cumulative term of twelve (12) years from the date of appointment. Upon reaching the twelve-year tenure limit, the Independent Director may continue to serve on the Board subject to re-designation as a Non-Independent Director.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 5.4 - Step Up

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board and the NRC place strong emphasis on maintaining an appropriate level of diversity within the Board. In identifying potential candidates, due consideration is given to a broad range of attributes, including skills, experience, age, cultural background, and gender. This approach aims to achieve a balanced mix between the depth of experience provided by long-serving Directors and the fresh perspectives introduced by new Directors, thereby promoting constructive debate and innovative thinking at Board level.</p> <p>The Directors form a diverse group of professionals with experience across various disciplines, including finance, accounting, law, agriculture, healthcare, and public administration. Collectively, they contribute a wide range of technical skills, competencies, and relevant business experience, enabling the Group to remain competitive across its diverse business sectors.</p> <p>The NRC reviews the composition of the Board and Senior Management annually and makes recommendations to the Board on new appointments to the Board or Board Committees, where necessary. In assessing proposed appointments of Directors and Senior Management, the NRC considers, among other factors, the following criteria: -</p> <ul style="list-style-type: none">• Skills and competency.• Knowledge and expertise.• Regional and industry experience.• Academic and professional qualifications.• Background, race, gender, age and nationality.• High personal and professional ethics, integrity and values.

- Ability to devote the required amount of time to carry out the duties and responsibilities of Board membership.
- Financial capability and business stability to devote significant time, energy and resources.
- Other directorship.

The NRC is guided by the Directors' Fit and Proper Policy in the appointment and re-election of Directors of the Company and its subsidiaries.

Any candidate proposed for re-election as a Director of the TDM Group is assessed against the overarching fit and proper criteria of character and integrity, experience and competence, as well as time commitment, prior to a recommendation being made to shareholders for approval.

The NRC upholds the principles of equality and equal opportunity and practises non-discrimination in all forms, regardless of age, gender, ethnicity, or religion. The Directors and Key Senior Management include individuals of varying ages, reflecting the NRC's belief that generational diversity fosters a balanced environment where each generation contributes distinct skills, experience, and perspectives to the Company.

The Board supports gender diversity at both Board and Senior Management levels. Currently, there are three (3) women Directors across the Group, comprising one (1) woman Director on the Board of TDM and two (2) women Directors on the boards of the Group's subsidiaries. In addition, two (2) subsidiaries are led by female General Managers ("GMs"). In line with the Malaysian Code on Corporate Governance 2021, the Board, through the NRC, will continue to consider gender diversity as an integral part of future selection and appointment processes.

In considering potential candidates for appointment to the Board and Senior Management, the NRC also ensures that candidates are able to devote sufficient time and commitment to effectively discharge their responsibilities.

The NRC also actively oversees succession planning for Senior Management to ensure leadership continuity and the long-term sustainability of the Group. This includes reviewing the adequacy of the leadership pipeline, identifying and assessing potential successors for critical senior management roles, and monitoring leadership readiness through ongoing talent development initiatives, performance assessments, and exposure to developmental assignments.

	The NRC ensures that succession planning aligns with the Group’s strategic needs, evolving business environment, and long-term growth plans, and reports its observations and recommendations to the Board through quarterly NRC meetings.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated to the NRC the responsibility for establishing a formal and transparent process for the nomination and appointment of new Directors to the Board. This includes screening and conducting the initial selection of both internal and external candidates, as well as carrying out the necessary evaluation and assessment of candidates' suitability, capability, and ability to discharge their duties effectively, before making recommendations to the Board for approval.</p> <p>In discharging its responsibilities, the NRC ensures that prospective candidates possess the appropriate skills, core competencies, experience, and integrity required to perform their roles as Directors effectively. In addition, the NRC undertakes further verification prior to appointment, including background checks on the candidate's character and bankruptcy status, to ensure compliance with regulatory requirements.</p> <p>The NRC has established and periodically reviews the Directors' Fit and Proper Policy for the appointment and re-election of Directors of the Company and its subsidiaries. This policy serves as a guiding framework for the NRC and the Board in assessing the suitability of candidates for appointment to the Board, as well as Directors standing for re-election. Any candidate to be appointed or re-elected as a Director of the TDM Group must be assessed against the following overarching fit and proper criteria: -</p> <ul style="list-style-type: none">(i) Character and Integrity;(ii) Experience and competence; and(iii) Time and commitment <p>before a recommendation is made to the Board for approval.</p>

	<p>Prior to recommending a proposed appointment as an Independent Director to the Board for approval, the potential candidate must declare and confirm that he or she meets the independence criteria in accordance with the MMLR of Bursa Securities.</p> <p>All relevant information is obtained from newly appointed Directors for the Company's records and to ensure compliance with statutory requirements and other applicable rules and regulations. After considering all relevant factors, the NRC submits its recommendation to the Board for approval. Following each appointment, a formal letter of appointment is issued, and the Company Secretary undertakes the necessary actions, as authorised by the Board, to ensure that the appointment is carried out in accordance with the applicable statutory requirements and the MMLR of Bursa Securities.</p> <p>The TOR of the NRC further provides that the NRC is authorised to obtain the services of professional recruitment firms to source suitable candidates for directorships, or to seek independent professional advice, whenever necessary, in the discharge of its duties.</p>	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company takes cognisance of Practice 5.7 of the MCCG and has provided a Statement accompanying the Notice of the 61st AGM, in compliance with Paragraph 8.27(2) of the MMLR of Bursa Securities, confirming that no individual was seeking election as a Director at the said AGM.</p> <p>The NRC conducts an annual evaluation and assessment of each Director, including those subjects to re-election at the AGM. Details of Directors' interests, positions, or any relationships that may influence, or be perceived to influence, their ability to exercise independent judgement and act in the best interests of the Company are disclosed in various sections of the Integrated Annual Report.</p> <p>The Company is governed by the Directors' Fit and Proper Policy regarding the appointment and re-election of Directors, which considers their competencies, experience, commitment, contribution, and ability to devote sufficient time to effectively discharge their responsibilities.</p> <p>The Board has endorsed the NRC's recommendations concerning Directors standing for re-election, and the Directors concerned abstained from deliberation and decision-making by the Board on their own re-appointment.</p> <p>The profiles of each Director are published on pages 72 to 77 the Company's Integrated Annual Report 2025. The Notice of the 61st AGM, issued on 28 April 2026, also included a brief statement setting out the basis for recommending the re-election of retiring Directors for shareholders' approval at the AGM.</p>

	<p>In addition, the Company discloses the training programmes attended by Directors to assure shareholders that the Directors are continuously kept abreast of regulatory developments and professional competencies. Details of the training attended by Directors during the financial year ended 31 December 2025 and up to 27 March 2026 are set out on pages 221 to 222 of the Corporate Governance Overview Statement section in the Integrated Annual Report 2025.</p> <p>The Board continually enhances its knowledge and competencies through participation in relevant training programmes. During the year, the training attended focused on key governance and regulatory developments, financial and business literacy, cybersecurity and digital resilience, artificial intelligence, sustainability reporting requirements, emerging risks as well as industry-specific developments, including participation in the MPOB International Palm Oil Congress and Exhibition (PIPOC), to support the Directors in discharging their duties effectively.</p>	
Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure		
Timeframe		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied																
Explanation on application of the practice	:	The NRC is chaired by Dato' Roslee bin Chik, who is an Independent Non-Executive Director of the Company. The current composition of the NRC is as follows: - <table border="1"><thead><tr><th>No.</th><th>Name of Director</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Dato' Roslee bin Chik</td><td>Chairman/INED</td></tr><tr><td>2.</td><td>Haji Azlan bin Md Alifiah</td><td>INED</td></tr><tr><td>3.</td><td>Dr Norhasiza binti Mat Jusoh</td><td>INED</td></tr><tr><td>4.</td><td>Dato' Haji Burhanuddin Hilmi bin Mohamed @ Harun</td><td>NINED</td></tr></tbody></table> The TOR of the NRC are available on the Company's website at https://www.tdemberhad.com.my/corporate-governance .		No.	Name of Director	Designation	1.	Dato' Roslee bin Chik	Chairman/INED	2.	Haji Azlan bin Md Alifiah	INED	3.	Dr Norhasiza binti Mat Jusoh	INED	4.	Dato' Haji Burhanuddin Hilmi bin Mohamed @ Harun	NINED
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Explanation for departure	:																	
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Measure	:																	
Timeframe	:																	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Group practises non-discrimination in all forms, including on the basis of age, gender, ethnicity or religion, throughout the organisation.</p> <p>The Board remains mindful of the target of at least 30% women’s representation and continues to broaden the pool of potential women candidates for Board appointments. In this regard, the Board is focused on refreshing its current composition and considering the appointment of additional women Directors with the appropriate mix of skills, experience and qualities relevant to the Group’s business and strategic needs, including through the use of independent search avenues, where appropriate.</p> <p>The Company currently has one (1) woman INED and complies with Paragraph 15.02(1)(b) of the MMLR of Bursa Securities, which requires a listed issuer to have at least one (1) woman Director on its Board.</p> <p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board, through the NRC, actively seeks, assesses and recommends suitable women candidates for Board nomination, subject to the availability of qualified candidates and the Board’s current skills requirements, as part of its Board succession planning process, taking into account the evolving needs of the Board and the Group. This commitment is reflected in the Board Charter, which sets out the Board’s responsibility to promote gender diversity by ensuring the appointment of at least one (1) woman Director on the Board.
Timeframe	:	Others
		Please specify number of years.

Intended Outcome

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

Practice 5.10

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

Application	: Applied
Explanation on application of the practice	<p>The Board supports gender diversity and considers the current size and composition of the Board appropriate, commensurate with the complexity of the Group's businesses, and conducive to effective Board deliberation and decision-making.</p> <p>The Board believes it is important to recruit and retain the best available talent regardless of gender, ethnicity, or age to maximise the effectiveness of the Board. Accordingly, matters relating to gender diversity are discussed and given due consideration during deliberations by both the NRC and the Board.</p> <p>On 27 March 2018, the Board approved the Company's Gender & Diversity Policy, reflecting the Company's commitment to promoting diversity within the Board and the Group. The Board will seek to meet its gender diversity aspirations by considering suitably qualified female candidates of equal standing when Board vacancies arise.</p> <p>To further demonstrate its commitment, the Board Charter expressly includes the Board's responsibility to promote gender diversity by ensuring the appointment of at least one (1) woman Director to the Board. Currently, Dr Norhasiza binti Mat Jusoh, INED, sits on the Board, and the Company complies with Paragraph 15.02(1)(b) of the MMLR of Bursa Securities, which requires a listed issuer to have at least one (1) woman Director on its Board.</p> <p>The Board will continue to consider increased representation of women on the Board and in Senior Management when suitable opportunities arise, underpinned by the overriding objective of selecting the most suitable candidates to support the achievement of the Company's strategic objectives.</p> <p>The Gender & Diversity Policy is available on the Company's website at https://www.tdemberhad.com.my/corporate-governance.</p>

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

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The NRC acknowledges that a structured evaluation of the Board, Board Committees, and individual Directors represents one of its fundamental responsibilities, underpinning the Board's continued effectiveness, efficiency, and adherence to sound governance principles. During the Financial Year Ended ("FYE") 31 December 2025, the Board, through the NRC and with the assistance of the Company Secretary, conducted the following annual assessments to evaluate the effectiveness of the Board, its Committees, and each individual Director: - (i) Self-Assessment (ii) Peer Assessment (iii) Board and Board Committees (iv) Audit Committee (v) Independent Directors Self-Assessment The performance indicators by which the Board is evaluated include its composition, administration and processes, conduct, accountability, and interaction and communication. The performance indicators for individual Directors include their level of participation, quality of contributions and understanding of their roles and responsibilities.

	<p>The Board also acknowledges the importance of maintaining an effective relationship with Management. Accordingly, the Board assessment incorporates specific questionnaires relating to the Board’s relationship and engagement with Management to ensure the Board is adequately informed and able to make sound and well-considered decisions.</p> <p>In addition, the questionnaires included specific assessment questions relating to evolving industry developments, covering the Board’s oversight of green technology initiatives and environmental, social and governance (“ESG”) matters, as well as the Board’s effectiveness in addressing emerging areas such as artificial intelligence.</p> <p>As part of this evaluation framework, the NRC adopts a peer review approach for the annual assessment of the Board, Board Committees, and individual Directors to evaluate their overall effectiveness.</p> <p>The evaluation process was conducted in a structured and confidential manner, with the results reported to the Board for notation, discussion, as well as identification of areas for further improvement. Where applicable, the NRC monitors the implementation of agreed improvement measures. Based on the evaluations conducted for the FYE 31 December 2025, the NRC and the Board were satisfied with the performance of the Board as a whole, the Board Committees, and each individual Director.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of ensuring that the remuneration and incentives for INEDs do not conflict with their obligation to exercise objectivity and independent judgement in matters deliberated at Board meetings. Accordingly, INEDs do not participate in performance-based incentive schemes. The Board also ensures that the remuneration packages for Executive Directors and Senior Management are fair and take into account the complexity of the Group's business and the responsibilities of the respective individuals.</p> <p>The Board ensures that the compensation policies and packages for Directors and Senior Management reflect the Group's demands, complexities and overall performance, as well as the skills and experience required, and are aligned with the strategic objectives of the Company to reward contributions towards its long-term success.</p> <p>In this regard, the Board has adopted the Policies and Procedures to Determine the Remuneration of Directors and Senior Management, while the NRC oversees the remuneration strategy in accordance with the Board Remuneration Policy. Remuneration policies and decisions are made through a transparent and independent process, with due consideration given to individual performance, Group performance and the outcome of the annual Board and Directors' performance evaluation.</p>

	The NRC ensures that the Company is able to attract and retain Directors and Senior Management of the appropriate calibre to effectively lead and manage the Group. The remuneration of Senior Management is determined in accordance with the Human Resource Policy approved by the Board.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has an NRC, comprising all Non-Executive Directors. The NRC is responsible for assessing the performance of the Board, Board Committees, and individual Directors through an annual evaluation process covering, among other aspects, interaction, quality of contributions and understanding of roles and responsibilities. Independent assessments are also conducted by the Independent Directors in accordance with the MMLR of Bursa Securities.</p> <p>During the year, the NRC reviewed the remuneration of the Directors, including fees and benefits for the FYE 31 December 2025, and made recommendations to the Board for approval. In discharging its responsibilities, the NRC also reviews the overall remuneration framework to ensure alignment with the Group's strategic objectives and long-term performance.</p> <p>Remuneration policies and decisions are made through a transparent and independent process, with due consideration given to individual contributions, Group performance, and the outcome of the annual performance evaluation. The authority, duties, and functions of the NRC are clearly defined in its TOR, which are available on the Company's website at https://www.tdemberhad.com.my/corporate-governance.</p>
Explanation for departure	:	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The remuneration of the Board is governed by the Board Remuneration Policy, which was revised and approved by the Board on 30 March 2023 and is available on the Company's website at https://www.tdmberhad.com.my/corporate-governance.</p> <p>In accordance with Section 230 of the Companies Act 2016, the fees and any benefits payable to the Directors are subject to shareholders' approval at the Annual General Meeting ("AGM").</p> <p>The remuneration received by each Director for the financial year ended 31 December 2025, comprising Directors' fees, salary, meeting allowances and other benefits in kind, where applicable, is set out in the table below.</p> <p>Further details on Directors' and the Group Chief Executive Officer's remuneration are also disclosed in the Corporate Governance Overview Statement in the Company's Integrated Annual Report.</p>

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	YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil)	Non-Executive Non-Independent Director	100	150	Nil	Nil	25	98	373	100	150	Nil	Nil	25	98	373
2	Dato' Haji Burhanuddin Hilmi bin Mohamed @ Harun	Non-Executive Non-Independent Director	85	71	Nil	Nil	Nil	17	173	107	114	Nil	Nil	Nil	17	238
3	Haji Azlan bin Md Atifiah	Independent Director	85	79	Nil	Nil	Nil	20	184	85	79	Nil	Nil	Nil	20	184
4	Dr Norhasiza bin Mat Jusoh	Independent Director	85	51	Nil	Nil	Nil	18	154	85	51	Nil	Nil	Nil	18	154
5	Dato' Roslee bin Chik	Independent Director	85	50	Nil	Nil	Nil	48	183	85	50	Nil	Nil	Nil	48	183
6	YB Haji Bakri bin Jamaluddin	Independent Director	85	60	Nil	Nil	Nil	73	218	118	77	Nil	Nil	Nil	75	270
7	Mohd Kamaruzaman bin A Wahab (Demised on 8 August 2025)	Independent Director	54	42	Nil	Nil	Nil	11	107	74	69	Nil	Nil	Nil	11	154
8	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
9	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
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.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board has decided not to disclose the remuneration of Key Senior Management on a named basis, including salary, bonus, benefits in kind, and other emoluments, to the public. Such disclosure is subject to the Personal Data Protection Act 2010 and may be detrimental to the Group's business interests, given the highly competitive human resource environment for personnel with the requisite knowledge, expertise, and experience in the plantation and healthcare industries.</p> <p>The Board is of the view that non-disclosure of detailed remuneration information of Key Senior Management will not adversely affect the interests of the Company's shareholders.</p> <p>Alternatively, the Company has disclosed the remuneration of its top five Key Senior Management personnel in bands of RM50,000.00 in the Corporate Governance Overview Statement on page 228 of the Integrated Annual Report 2025.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The AC is chaired by Haji Azlan bin Md Alifiah, an Independent Non-Executive Director. The Chairman of the Board is YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil), a Non-Independent Non-Executive Director. This separation of roles ensures that the objectivity and independence of the Board's review of the AC's findings and recommendations are not compromised.</p> <p>The Chairman of the AC is a member of the Chartered Institute of Management Accountants ("CIMA") (UK), Chartered Global Management Accountants ("CGMA"), and the Malaysian Institute of Accountants ("MIA"), and has extensive experience in finance and corporate matters. His professional background enables him to lead the AC effectively in overseeing financial reporting, audit processes, and internal control matters, as well as reviewing the Group's financial results and statements.</p> <p>His full profile is provided on page 74 of the Company's Integrated Annual Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The TOR of the AC stipulate a cooling-off period of three (3) years for the appointment of a former audit partner of the Company's external auditors as a member of the AC, in line with the requirements of the MCCG and the MMLR of Bursa Securities.</p> <p>As at the date of this report, the Company has not appointed any former partner of the external audit firm as a member of the AC, thereby preserving the independence and objectivity of the AC.</p> <p>The TOR of the AC is available on the Company's website at https://www.tdmberhad.com.my/corporate-governance.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has adopted an External Auditors Assessment Policy to evaluate the suitability, objectivity, and independence of the external auditors annually before recommending their re-appointment to shareholders, based on the following key areas:</p> <ul style="list-style-type: none">a) the competence, audit quality, and resource capacity of the external auditor in relation to the audit;b) the nature and extent of non-audit services rendered and the appropriateness of the level of fees; andc) obtaining written 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. <p>This assessment is conducted in accordance with the requirements of the MCCG and the MMLR of Bursa Securities.</p> <p>At the AC Meeting held on 22 April 2026, the AC formally assessed the suitability, effectiveness, and independence of its external auditors, Ernst & Young PLT ("EY").</p> <p>The AC also reviewed the audit fees and the nature and extent of non-audit services provided by the external auditors to the TDM Group. The AC ensures that the provision of non-audit services does not compromise the independence and objectivity of the external auditors.</p> <p>Private sessions with the external auditors were conducted by the AC on 17 December 2025 to facilitate open and candid discussions on matters raised by the external auditors.</p>

	<p>The AC assessed the performance of the external auditors, EY, and was satisfied with the quality of services rendered and the competency and sufficiency of resources provided to the Company. The AC's assessment and recommendation were reported to the Board for consideration and decision.</p> <p>Accordingly, the AC recommended that EY be retained as the Company's external auditors for the financial year ending 31 December 2026. A resolution for the re-appointment of EY as the Company's external auditors will be tabled at the forthcoming AGM to be held on 22 June 2026.</p>	
Explanation for departure		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure		
Timeframe		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the AC, Haji Azlan bin Md Alifiah, is a member of the Chartered Institute of Management Accountants ("CIMA") (UK), Chartered Global Management Accountants ("CGMA"), and the Malaysian Institute of Accountants ("MIA").</p> <p>The Board is satisfied with the performance of the AC, as its Chairman and members possess the necessary knowledge, experience, expertise, and skills, which contribute to the overall effectiveness of the AC.</p> <p>All members of the AC are financially literate and have a sufficient understanding of the Group's business, as well as the commercial and financial expertise required to discharge their roles and responsibilities effectively. The AC members have undertaken, and will continue to undertake, continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices, and rules.</p> <p>The profiles of the AC members are set out on pages 73 to 74 and 76 to 77 of the Company's Integrated Annual Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board affirms its responsibility for maintaining a sound risk management framework and internal control system to safeguard shareholders' investments and the Group's assets, in line with Principal B of the MCCG.</p> <p>A governance structure is in place, led by the Board and supported by the BRCC, with clearly defined responsibilities for risk oversight, accountability, and internal controls at every level of the Group.</p> <p>The Group adopts the Three (3) Lines Model, which delineates first-line operational risk management, second-line risk monitoring and compliance functions, and third-line independent assurance provided by the Internal Audit Department.</p> <p>The Board delegates specific responsibilities to various committees, including the MIRCC, to ensure that risk management is integrated into daily operations.</p> <p>Details of the Group's Risk Management and Internal Control Framework are outlined in the Statement on Risk Management and Internal Control within the Company's Integrated Annual Report 2025.</p> <p>The Board has also established the Group's Risk Appetite Statement, which guides risk-taking, tolerance thresholds and escalation mechanisms, and this is operationalised through KRIs, delegated authorities and management reporting to BRCC and the Board. In addition, sustainability/ESG considerations are integrated into the risk management framework with oversight supported by the Sustainability Committee, aligned towards progressive readiness for IFRS S1/S2 and NSRF expectations.</p>

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

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through the Statement on Risk Management and Internal Control ("SORMIC") for the financial year ended 31 December 2025, discloses the key features of the Group's risk management and internal control framework and provides the Board's view on the adequacy and effectiveness of the framework. This includes:</p> <ul style="list-style-type: none">a) Clear governance and oversight through the BRCC and Management-level committees such as the MIRCC;b) the Group's Three (3) Lines Model to delineate responsibilities across operational management, risk/compliance functions and independent assurance by Internal Audit; andc) The application of structured risk identification, assessment, KRIs, escalation and risk treatment via Risk Action Plans. <p>In line with the Board's commitment to informed risk-taking, the SORMIC also reflects the Group's Risk Appetite Statement and how risk appetite and tolerance guide decision-making, delegated authorities (including LOA), monitoring thresholds and escalation of breaches for Board oversight.</p> <p>To address evolving governance and disclosure expectations, the SORMIC further explains how sustainability and ESG risks are integrated into enterprise risk management and internal control processes, with oversight supported by the Sustainability Committee and BRCC. The Group's approach is framed to support progressive readiness towards IFRS S1 and IFRS S2 and national priorities aligned with the NSRF, including strengthening governance, risk management integration, and relevant metrics and targets, where applicable.</p>

	Further details of the Statement on Risk Management and Internal Control are set out on pages 241 to 250 of the Company's Integrated Annual Report 2025.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	: Adopted												
Explanation on adoption of the practice	<p>The BRCC consists of all Non-Executive Directors, the majority of whom are Independent Directors. The BRCC assists the Board in overseeing the Group’s risk management, compliance, and sustainability frameworks to support effective governance and long-term value creation.</p> <p>During the year, the BRCC recorded the demise of its Chairman, Encik Mohd Kamaruzaman bin A Wahab, on 8 August 2026. Subsequently, YB Haji Bakri bin Jamaluddin was redesignated as the Chairman of the BRCC on 28 August 2026.</p> <p>The composition of the BRCC is as follows: -</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Chairman</td> <td>: YB Haji Bakri bin Jamaluddin <i>(Independent Non-Executive Director)</i> <i>(Redesignated on 28 August 2026)</i></td> </tr> <tr> <td></td> <td style="text-align: center;">Encik Mohd Kamaruzaman bin A Wahab <i>(Independent Non-Executive Director)</i> <i>(Demised on 8 August 2026)</i></td> </tr> <tr> <td>Member</td> <td>: Dato’ Haji Burhanuddin Hilmi bin Mohamed@ Harun <i>(Non-Independent Non-Executive Director)</i></td> </tr> <tr> <td>Member</td> <td>: Haji Azlan bin Md Alifiah <i>(Independent Non-Executive Director)</i></td> </tr> <tr> <td>Member</td> <td>: Dato’ Roslee bin Chik <i>(Independent Non-Executive Director)</i></td> </tr> <tr> <td>Member</td> <td>: Dr Norhasiza binti Mat Jusoh <i>(Independent Non-Executive Director)</i></td> </tr> </table>	Chairman	: YB Haji Bakri bin Jamaluddin <i>(Independent Non-Executive Director)</i> <i>(Redesignated on 28 August 2026)</i>		Encik Mohd Kamaruzaman bin A Wahab <i>(Independent Non-Executive Director)</i> <i>(Demised on 8 August 2026)</i>	Member	: Dato’ Haji Burhanuddin Hilmi bin Mohamed@ Harun <i>(Non-Independent Non-Executive Director)</i>	Member	: Haji Azlan bin Md Alifiah <i>(Independent Non-Executive Director)</i>	Member	: Dato’ Roslee bin Chik <i>(Independent Non-Executive Director)</i>	Member	: Dr Norhasiza binti Mat Jusoh <i>(Independent Non-Executive Director)</i>
Chairman	: YB Haji Bakri bin Jamaluddin <i>(Independent Non-Executive Director)</i> <i>(Redesignated on 28 August 2026)</i>												
	Encik Mohd Kamaruzaman bin A Wahab <i>(Independent Non-Executive Director)</i> <i>(Demised on 8 August 2026)</i>												
Member	: Dato’ Haji Burhanuddin Hilmi bin Mohamed@ Harun <i>(Non-Independent Non-Executive Director)</i>												
Member	: Haji Azlan bin Md Alifiah <i>(Independent Non-Executive Director)</i>												
Member	: Dato’ Roslee bin Chik <i>(Independent Non-Executive Director)</i>												
Member	: Dr Norhasiza binti Mat Jusoh <i>(Independent Non-Executive Director)</i>												

	The profile of each member can be found on pages 73 to 77 of the Company's Integrated Annual Report 2025.
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Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established an in-house internal audit function for the Group, headed by the Head of the Internal Audit Department of TDM. The Group Internal Audit (“GIA”) function operates independently of Management and reports functionally to the AC and administratively to the GCEO.</p> <p>The GIA function is governed by an Internal Audit Charter approved by the AC. The role of the GIA is to provide independent and objective assurance on the adequacy and effectiveness of the Group’s governance, risk management, and internal control systems. The Head of Internal Audit reports to the AC on the assessment of the adequacy and effectiveness of the Group’s internal control mechanisms.</p> <p>The effectiveness of the internal audit function is continuously assessed through the review of individual internal audit engagement reports and the annual performance of internal audit activities.</p> <p>The AC reviews annually the adequacy of the scope, function, and resources of the internal audit function to ensure that its responsibilities are fully discharged.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	: Applied
Explanation on application of the practice	<p><u>Independence of Internal Audit</u></p> <p>In discharging its duties and responsibilities, the Head of the Internal Audit Department receives instructions from and reports directly to the AC. The internal audit activities, including audit scope, procedures, frequency, and report content, are carried out free from any management interference.</p> <p>The Internal Audit Department (“IAD”) has no direct operational responsibility or authority over the activities it audits. As the IAD is not involved in implementing controls, developing procedures, or engaging in activities that could impair the judgement of internal auditors, it maintains its independence and objectivity.</p> <p><u>Conflict of Interest</u></p> <p>The internal auditors are free from any relationships or conflicts of interest that could impair their objectivity and independence for each audit engagement.</p> <p><u>IAD Resources</u></p> <p>The IAD consists of six (6) personnel, including one (1) Head of Internal Audit. Details of the personnel responsible for the internal audit function are as follows: -</p>

	Name	Azrol Hadi bin Rosalan	
	Degree/Professional Certification	Accountancy Professional Qualification from The Association of Chartered Certified Accountant (ACCA).	
	Professional Membership	ACCA	IIAM
	Years of Experience	18 years	
<p><u>Internal Audit Framework</u></p> <p>The IAD has developed its own internal audit framework, guided by the MMLR of Bursa Securities, the Malaysian Code on Corporate Governance (“MCCG”), the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) Internal Control - Integrated Framework, ISO 31000:2018 Risk Management Framework, and the International Professional Practices Framework (“IPPF”) to guide the conduct of its internal audit activities.</p>			
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of effective dialogue and constructive dialogue with shareholders and investors. The Company views communication with shareholders as a two-way process and takes into consideration the views and feedback received from shareholders and other stakeholders.</p> <p>The Company has established an Investor Relations ("IR") Unit to facilitate effective communication between the Company and the Investment Community. The IR Unit engages with investors to provide briefings on the Group's financial performance, strategic direction and updates on corporate developments, including material transactions, to ensure that capital markets are well apprised of the Group's plans. Senior Management actively engages with the investment community, and the Board is periodically briefed on such engagements and the feedback received.</p> <p>The IR Unit implements an extensive programme comprising regular meetings, conference calls and site visits to keep the investment community informed of the Group's strategic developments and financial performance.</p> <p>The modes of engagement amongst others:</p> <p>a) Investor Relation Website</p> <p>The Company's Investor Relations information is accessible via the Investor Relations section of the Company's website at http://www.tdemberhad.com.my which serves as an online platform providing relevant corporate information to the public.</p>

This IR webpage includes announcements made by the Group, share price information, Integrated Annual Reports and details of the Group's corporate and governance structure. Notices of general meetings, minutes of general meetings, presentations slides and webcasts are also made available for the benefit of the shareholders, including those who are unable to attend the meetings.

These IR platforms facilitate continuous communication between the Group and its stakeholders. Stakeholders may channel enquiries or feedback to the IR Unit via the contact details provided on the IR webpage or directly via email at investor.relations@tdmberhad.com.my.

b) Annual General Meeting (“AGM”)

The Company regards the AGM as an important event in its corporate calendar and encourages the attendance of all Directors and Key Senior Management.

The AGM serves as a key forum for dialogue between the Board and shareholders, providing an opportunity for effective communication and constructive feedback. During the AGM, the Chairman, Directors, Senior Management and the Company's External Auditors are available to respond to shareholders' questions on the Group's business and performance.

Responses to questions raised by the Minority Shareholders Watchdog Group (“MSWG”) prior to the AGM are shared with shareholders during the meeting. The Chairman encourages active participation by shareholders throughout the AGM.

In addition to the ordinary business of the AGM, the Board presents the Group's performance and progress as disclosed in the Integrated Annual Report. Shareholders who are unable to attend the AGM may appoint proxies to attend and vote on their behalf. Where necessary, the Chairman or the GCEO will provide written responses to any significant questions that cannot be addressed during the meeting.

A press conference is also held after each general meeting, during which the Chairman or the GCEO provides insights into the Group's performance, prospects and material developments, in accordance with the Company's Corporate Disclosure Policy.

c) Integrated Annual Report

In producing corporate reports such as the Integrated Annual Report, the Board and Management take into consideration the expectations of stakeholders, particularly shareholders and regulators, for greater transparency in disclosures relating to financial performance, strategy, risk management, sustainability and corporate governance.

The Company's Integrated Annual Report is available in the Investor Relations section of the Company's website at <https://www.tdmberhad.com.my/reports-presentations>.

d) Media Relations

All media communications are centrally coordinated through the Corporate Communications Department. The Group engages with the media in an open, transparent and responsible manner through: -

- Press Releases
- Press Briefings
- Press Conferences
- By-lined articles
- Interviews

e) Investor Relation Communication

The Company has established initiatives to enable effective communication with shareholders and other investors. The Board places high priority on maintaining balanced, clear and transparent communications to facilitate stakeholders' understanding of the Group's performance and prospects.

The Company maintains a structured IR programme supported by continuous engagement with the investment community and the maintenance of a comprehensive, informative and investor-focused website.

f) Vendor Relations

The Company's website at www.tdmberhad.com.my also provides access to information for vendors and business partners. The website includes details of procurement opportunities such as tender exercises, Requests for Quotation ("RFQ"), Requests for Proposal ("RFP") and other related transactions.

	<p>All interested bidders are required to comply with the terms and conditions stated in the respective advertisements published on the website.</p> <p>g) Community Engagement</p> <p>Businesses giving back to the community play an important role in fostering a more equitable and inclusive society. The Company’s Corporate Social Responsibility (“CSR”) initiatives are anchored in this principle, ensuring that its business activities contribute positively to the well-being and long-term development of the communities in which it operates. These efforts reflect the Company’s commitment to being a responsible corporate citizen and to creating sustainable value beyond financial performance.</p> <p>The Company recognises that community investment helps to build mutually beneficial relationships with stakeholders and contributes to long-term improvements in the quality of life within local communities.</p> <p>The Company encourages community engagement through its online presence, which is supported by its corporate website and social media platforms, including Facebook, Instagram, LinkedIn, YouTube and TikTok. These platforms, accessible under “TDM Berhad”, serve as channels for transparent communication and information sharing on the Group’s activities and initiatives. The Company believes that maintaining an active and engaged digital presence is essential in strengthening stakeholder relationships and promoting greater awareness of the Group’s role and contributions to society.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

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

Practice 12.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledged that integrated reporting is a continuous journey aimed at providing a more holistic view of the Group's business model, strategy and long-term value creation.</p> <p>The Integrated Report remains as the Group's principal communication tool, offering a comprehensive view of both financial and non-financial performance, while highlighting how value is created for all stakeholders. This enables investors and stakeholders to make a well-informed assessment of the year under review.</p> <p>The Integrated Report has been prepared in accordance with reporting frameworks and regulations:</p> <ol style="list-style-type: none">1. International Integrated Reporting Framework ("IFRS") issued by the International Integrated Reporting Council.2. MMLR of Bursa Securities.3. Corporate Governance Guide (Fourth Edition) by Bursa Malaysia.4. MCCG 2021 issued by the Securities Commission Malaysia.5. Companies Act 2016.6. Malaysian Financial Reporting Standards ("MFRS") Accounting Standards.7. International Financial Reporting Standards <p>The Sustainability Statement has been prepared with reference to the:</p> <ol style="list-style-type: none">1. National Sustainability Reporting Framework ("NSRF")2. MMLR Bursa Malaysia3. Bursa Malaysia Sustainability Reporting Guide (3rd Edition)4. Global Reporting Initiative ("GRI") Standards5. FTSE4Good Bursa Malaysia ("F4GBM") Index

	The Board is committed to staying abreast of the latest requirements of the integrated reporting framework to further enhance the quality of information disclose to the stakeholders of TDM.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has applied this Practice. For its 60th Annual General Meeting held on 17 June 2025, the Company issued the Notice of Meeting on 28 April 2025, providing a notice period of at least twenty-eight (28) days.</p> <p>The Company will continue to comply with this Practice.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors attended the Company's 60th AGM held on 17 June 2025 to engage and interact directly with shareholders.</p> <p>The proceedings of the AGM included a question-and-answer session, during which the Chairman invited shareholders to ask questions on the Company's financial statements and other items tabled for adoption, before putting the resolutions to a vote.</p> <p>The Chairmen of the AC, NRC, BRCC and BTC were present and available to address any queries from shareholders regarding the activities and functions of their respective Committees.</p> <p>The Management and External Auditors were also present at the AGM to respond to questions from shareholders.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

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	:	<p>The Company's 60th AGM was held physically on 17 June 2025 to facilitate effective participation and engagement with shareholders. Voting at the 60th AGM commenced at the appropriate juncture of the Meeting and remained open until the conclusion of the voting session. The Company appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as the Poll Administrator to conduct the polling process, and Scrutineers Solutions Sdn. Bhd. ("SSSB") as the Scrutineers to verify the poll results.</p> <p>SSSB, as the appointed Scrutineers, verified and announced the poll results for each resolution, including the votes cast for and against each resolution, after which the Chairman of the Meeting officially declared the results. The poll results were announced via Bursa Link on the same day for the benefit of all shareholders. In addition, the minutes of the 60th AGM were made available on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Board has always encouraged and welcomes shareholders to raise any issues or concerns relating to the Company, including but not limited to the Company's financial and non-financial performance, as well as its long-term strategies.</p> <p>At the commencement of the Company's 60th AGM, the Chairman, YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil), briefed the members, corporate representatives, and proxies present on their rights to raise questions and to vote on the resolutions set out in the Notice of the 60th AGM dated 28 April 2025.</p> <p>The Chairman of the Board also ensured that as many questions as possible were addressed during the physical 60th AGM. Questions that could not be addressed during the meeting due to time constraints were subsequently published on the Company's corporate website as soon as practicable after the AGM.</p> <p>In addition, responses to queries raised by the MSWG prior to the AGM were shared with shareholders during the meeting, providing assurance that pertinent issues and queries relating to the business of the Company were adequately addressed.</p> <p>The Company also took the initiative to respond to additional questions raised at the AGM via its corporate website, and shareholders, proxies and/or corporate representatives were informed that the responses would be made available within seven (7) to ten (10) working days after the AGM.</p>

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

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Applied
Explanation on application of the practice	: The Company's 60th AGM was held physically on 17 June 2025 at the Training Room, Level 3, KMI Kuala Terengganu Medical Centre, Kuala Terengganu, Terengganu. Shareholders, proxies and corporate representatives attended the AGM in person and participated in the proceedings, including the question-and-answer session and voting on resolutions. The polling process took place during the AGM, with Tricor Investor & Issuing House Services Sdn. Bhd. appointed as Poll Administrator and Scrutineers Solutions Sdn. Bhd. as Independent Scrutineers to verify the poll results. After the voting process, the Scrutineers verified and announced the poll results, following which the Chairman of the Meeting declared the results of the resolutions. The poll results were announced via Bursa Link on the same day for the benefit of all shareholders, and the minutes of the AGM were made available on the Company's website.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The minutes of the Company's 60th AGM held on 17 June 2025, which were duly confirmed and signed by the Chairman of the Meeting, YBM Tengku Seri Bijaya Raja (Dato' Seri Tengku Farok Hussin bin Tengku Abdul Jalil), were made available on the Company's website at https://www.tdmberhad.com.my/reports-presentations within thirty (30) business days after the AGM. The Company is committed to ensuring that the same practice is adopted for the 61st AGM, particularly regarding the timely circulation and publication of the minutes of the general meeting to shareholders.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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