

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0299
COMPANY NAME : AGX Group Berhad
FINANCIAL YEAR : December 31, 2023

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors of AGX Group Berhad is committed to upholding the highest standards of corporate governance practices in order to achieve the Company's objectives and long-term goals.</p> <p>The Board is responsible for formulating and reviewing the Group's overall strategic plans and key policies of the Company, providing oversight of the Management's performance, risk assessment and controls over the Group's business operations and investor relations.</p> <p>The Board in discharging its fiduciary obligations and responsibilities, is guided by current legal and regulatory requirements, the Company's Constitution and the Board Charter.</p> <p>While the Board delegates the implementation of the Company's strategies to Management, it establishes the right tone at the top by giving thought leadership and advocating good governance and ethical practices throughout the company.</p> <p>To ensure effective discharge of its stewardship role, the Board has established three (3) Board Committees, namely, the Audit and Risk Management Committee ("ARMC"), the Nomination Committee ("NC"), and the Remuneration Committee ("RC"). The Board delegated specific duties to the respective Board Committees in accordance with their Terms of References to assist the Board in performing certain of its functions and to provide recommendations and advice to the Board. The Board is ultimately responsible for making decisions on all subjects.</p> <p>The Board Charter and Terms of Reference of the respective Board Committees are available on the Company's website at www.agxlogistics.com.</p>

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

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is chaired by Dato' Rozalila Binti Abdul Rahman, an Independent Non-Executive Director, whose profile can be seen in the 2023 Annual Report's Director Profile.</p> <p>The primary role of the Chairperson is to ensure the Board's effectiveness by promoting constructive and open discussion and exchange of views between Board and the Management, as well as to lead discussions on strategies and policies, and to spearhead the Board on its collective oversight responsibilities.</p> <p>The Board who is led by Dato' Rozalila Binti Abdul Rahman, provides leadership to the Board on its collective oversight responsibilities and is responsible to instil good corporate governance practices and for ensuring the effectiveness of all aspects of the Board.</p> <p>Further details of the responsibilities of the Chairperson are set out in the Board Charter of the Company, which is published on the Company's website at www.agxlogistics.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman and Group Chief Executive Officer (“CEO”) are held by two different individuals to promote accountability and facilitate the division of responsibilities between them. In this regard, no one individual can influence the Board’s discussions and decision-making.</p> <p>The Chairperson of the Company is Dato’ Rozalila Binti Abdul Rahman, an Independent Non-Executive Director, whilst the Group CEO is Dato’ Ponnudorai A/L Periasamy.</p> <p>In general, the Chairperson would lead the Board's collective oversight of management, whereas the Group CEO is responsible for the implementation of the policies laid down, execute the decision-making and undertake the day-to-day management of the Group’s business and operations, with a view of achieving the Group’s corporate objectives, performance targets and long-term goals.</p> <p>The segregation of roles and responsibilities between the Chairman and the CEO are defined in the Board Charter, which is published on the Company’s website at www.agxlogistics.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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>Since the listing of the Company, the Company has different individuals for the role of Chairperson of the Board and the Chairperson of its Board Committees.</p> <p>The Chairperson of our Board, namely, Dato' Rozalila Binti Abdul Rahman, an Independent Non-Executive Director, is not a member of any of the Board Committees and does not participate in any of the Board Committees' meeting.</p> <p>The Company has set out in its Terms of Reference of each Board Committees that the Chairperson should not be involved in the Board Committees of the Company, to ensure there is check and balance as well objective review by the Board.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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 two Company Secretaries who are qualified to act as Company Secretaries under Section 235(2) of the CA 2016.</p> <p>One of them is the Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"). The Company Secretaries are continually up to date on regulatory changes and corporate governance developments, and they have attended relevant continuing professional training programmes as required by the Companies Commission of Malaysia and MAICSA for practicing company secretaries.</p> <p>The Company Secretaries play an advisory role to the Board in relation to the Company's constitutional matters, Board obligations, professional development requirements, compliance matters applicable to the Company and the latest regulatory developments.</p> <p>The Company Secretaries attends all members' and Board meetings and ensure that due processes and proceedings are in place and properly managed. They also ensure that records of meetings' proceedings, deliberations, and resolutions passed at the Company's meetings are well captured, minuted, and documented.</p> <p>The Directors have unrestricted access to the Company Secretaries advice and services, allowing them to perform their duties successfully. The details of the other responsibilities of the Company Secretaries are accessible on the Company's website at www.agxlogistics.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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 complete and accurate meeting materials are delivered 7 days before to the meeting to allow the respective Board and Board Committee members sufficient time to evaluate and analyse the meeting materials, as well as request any clarification from Management.</p> <p>All deliberations, decisions of the Board, and any issues raised are being properly minuted and filed in the statutory records of the Company by the Company Secretary.</p> <p>The draft minutes of meetings are circulated to Management in a timely manner following the conclusion of the meetings so that necessary action can be taken. Action items would be recorded as matters occurring in meeting minutes until they were resolved.</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 demarcation of responsibilities between the board, board committees and management.

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

Practice 2.1

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

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

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

Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Company has formalised and adopted a Code of Ethics and Conduct, which gives advice to Directors, Management, and employees on ethical and behavioural considerations and/or actions as they carry out duties and obligations during their appointment. The Board will review the Code of Ethics and Conduct from time to time to ensure that it remains relevant and appropriate. The Code of Ethics and Conduct is available for reference by all the Directors, Management and employees 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

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

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

Practice 3.2

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

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

Intended Outcome

The 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, along with Management, recognizes the significance of the relevant environmental, social, and governance ("ESG") elements influencing the Group's performance and has actively incorporated sustainability into all decision-making processes.</p> <p>To better understand and manage the company's sustainability risks and opportunities, the Board and Management have been actively involved and have taken into account the perspectives of both internal and external stakeholders.</p> <p>The sustainability matters are discussed in the Sustainability Statement in the Annual Report.</p>
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 Group’s sustainability environmental, governance structure, sustainability and initiatives are described in the Sustainability Statement which is included in the Company’s Annual Report.</p> <p>The Company conducted a review with Management regarding the discussion on sustainable reporting. Stakeholders will be able to examine the Company's approach to sustainability through disclosures in its Annual Report and website.</p>	
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>Through the Board Committees and Management, the Board stays informed on and understands sustainability problems that are important to the Company and its business. This may include, but is not limited to internal and external training and development programmes to be provided for the Board, as well as reading materials from international guidance and standards released.</p> <p>All Board members have attended the Bursa Malaysia's Mandatory Accreditation Programme ("MAP") as a mandatory program for the Directors to complete in line with the Listing Requirements prior to the Company's Listing.</p> <p>The Company Secretaries will also update the Board on the changes of the Listing Requirements upon receiving the circulars from Bursa Malaysia Securities Berhad ("Bursa Securities"), which are relevant to the Company and provide advice on corporate disclosures and compliances which includes understanding of sustainability issues.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The evaluation was conducted for the Board and the Senior Management during the financial year ended 31 December 2023 and the report was presented to the Board on 26 April 2024. Having considered the feedback, overall, the Board was satisfied with its performance in addressing the company’s material sustainability risks and opportunities.	
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.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is in charge of assessing and reviewing the Board's efficacy, including its structure, size, composition of the members, and each director's ability to carry out their duties and obligations as a director. The NC also keeps track of the tenure of each Independent Director, including to assess the independence criteria and that the composition of the Board is refreshed periodically.</p> <p>As the Company was newly listed on the ACE Market of Bursa Securities on 7 February 2024, the following disclosures will be made in the next Annual Report for the financial ending 31 December 2024, including but not limited to:</p> <p>(a) Board nomination and election process of directors and criteria used by the NC in the selection process; and</p> <p>(b) The assessment or evaluation undertaken by the NC in respect of its Board, Board Committees and Individual Directors together with the criteria used for such assessment or evaluation.</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 5.2

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

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

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	The Company was listed on the ACE Market of Bursa Securities on 7 February 2024. None of the existing Independent Directors of the Company has exceeded the tenure of a cumulative term of nine (9) years in the Company.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.4 - Step Up

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

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
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 NC is responsible for the evaluation and assessment of the board members and key senior management team.</p> <p>The NC takes the candidates into consideration through:-</p> <ul style="list-style-type: none">(i) Technical competency, skills, knowledge, expertise, and experience;(ii) Strong sense of professionalism;(iii) Integrity;(iv) Merit and against objective criteria with due regard for the benefits of boardroom diversity, including gender, age, ethnicity, cultural background, character;(v) Other commitments and time available to contribute inputs to the Board; and(vi) In the case of candidates for the position of Independent Non-Executive Directors, the NC will evaluate the candidates' ability to discharge such responsibilities and functions as expected from Independent Non-Executive Directors. <p>This provides a collective range of skills, expertise, and experience that fit the Group's objectives and strategic goals.</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 5.6

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	:	Appointments of new directors are undertaken by the Board as a whole after considering the recommendations of the NC. Potential candidates can be nominated by any current Board member, shareholder, or management, as well as through independent sources such as recruitment firms or industry associations. When considering potential candidates for appointment, the NC conducts a thorough review of their qualifications, skills, knowledge, expertise, experience, personal characteristics, and ability to devote the necessary time and commitment to the role. There was no new appointment of a Director during the financial year under review.
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	:	The details of the Directors interest, position and experience are set out in the Directors' profile in the Annual Report. Shareholders will be kept informed of the Board's decisions on director appointment and reappointment through Bursa Securities announcements and/or press releases.	
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 NC is currently chaired by Dato' George Alfonso Miranda, the Independent Non-Executive Director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Intended Outcome

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

Practice 5.10

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

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

Intended Outcome

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

Practice 6.1

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

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

<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	: <p>The NC will conduct annual assessments on the effectiveness and performance of the Board, Board Committees, and individual Directors to ensure that the Board is functioning properly as a whole.</p> <p>Each Director will perform a full assessment in the Directors' Performance Evaluation, which covered topics relevant to the Board's performance, such as contribution to interaction, quality of input, role understanding, and personal development.</p> <p>Each Board Committee will be evaluated based on its structure, functions, and responsibilities, the performance of the respective Chairperson, and the Committee's performance in relation to its Terms of Reference. The assessment will be conducted internally, and the results will be compiled, documented, and presented to the Board as part of the Company's continuous corporate governance activities.</p>
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 7.1

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

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

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

Practice 7.2

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

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

Application	:	Applied								
Explanation on application of the practice	:	The Board has established its RC which comprised solely of independent directors. The RC comprised the following members:								
		Name & Designation	Directorship in the Board							
		<table border="1"> <tr> <td>Chairperson Aida Mosira Binti Mokhtar</td> <td>Independent Director</td> <td>Non-Executive</td> </tr> <tr> <td>Members Ong Teng Yan</td> <td>Independent Director</td> <td>Non-Executive</td> </tr> <tr> <td>Dato' George Alfonso Miranda</td> <td>Independent Director</td> <td>Non-Executive</td> </tr> </table>	Chairperson Aida Mosira Binti Mokhtar	Independent Director	Non-Executive	Members Ong Teng Yan	Independent Director	Non-Executive	Dato' George Alfonso Miranda	Independent Director
Chairperson Aida Mosira Binti Mokhtar	Independent Director	Non-Executive								
Members Ong Teng Yan	Independent Director	Non-Executive								
Dato' George Alfonso Miranda	Independent Director	Non-Executive								
The RC is governed by its terms of reference which is published in the Company website at www.agxlogistics.com .										
Explanation for departure	:									
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>										
Measure	:									
Timeframe	:									

Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The breakdown of remuneration, which includes fees, salary, bonus allowance, benefits in-kind, and other emoluments received or receivable by Directors from the Group and the Company for the year ended 2023 is disclosed in the Company's Annual Report 2023.

No	Name	Directorate	Company ('000)							Group ('000)							
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	
1	Jayasielan A/L Gopal	Executive Director	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	Input info here	650	Input info here	Input info here	30	680
2	Dato' Ponnudurai A/L Periasamy	Executive Director	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	Input info here	686	Input info here	2	85	773
3	Neo Lip Pheng, Peter	Executive Director	Input info here	3	Input info here	Input info here	Input info here	Input info here	Input info here	3	Input info here	Input info here	767	Input info here	8	49	824
4	Penu Mark	Executive Director	Input info here	3	Input info here	Input info here	Input info here	Input info here	Input info here	3	Input info here	Input info here	778	Input info here	Input info here	50	828
5	Aida Mosira Binti Mokhtar	Choose an item.	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	4	Input info here	Input info here	Input info here	Input info here	4
6	Dato' Gorge Miranda Alfonso	Choose an item.	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	4	Input info here	Input info here	Input info here	Input info here	4
7	Dato' Rozaila Binti Abdul Rahman	Choose an item.	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	4	Input info here	Input info here	Input info here	Input info here	4
8	Ong Teng Yan	Choose an item.	Input info here	4	Input info here	Input info here	Input info here	Input info here	Input info here	4	Input info here	4	Input info here	Input info here	Input info here	Input info here	4
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	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	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	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	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

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

Practice 8.2

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

Application	:	Departure									
Explanation on application of the practice	:										
Explanation for departure	:	<p>The Company has only three senior management on the Board.</p> <p>Remuneration of the three senior management, excluding Executive Directors of the Company (in aggregate basis) are as follows:</p> <table border="1" data-bbox="555 1048 1407 1200"> <thead> <tr> <th>Top Three Senior Management</th> <th>Number of Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM450,001 – RM500,000</td> <td>1</td> </tr> <tr> <td>RM500,001 – RM550,000</td> <td>1</td> </tr> <tr> <td>RM900,001 – RM950,000</td> <td>1</td> </tr> </tbody> </table> <p>The Board ensures that the remuneration of senior management commensurate with individual and Company performance, and the Company will be able to retain and motivate them.</p>		Top Three Senior Management	Number of Senior Management	RM450,001 – RM500,000	1	RM500,001 – RM550,000	1	RM900,001 – RM950,000	1
Top Three Senior Management	Number of Senior Management										
RM450,001 – RM500,000	1										
RM500,001 – RM550,000	1										
RM900,001 – RM950,000	1										
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>											
Measure	:	The Board is of the opinion that the disclosure on named basis would not be in the best interest of the Company due to confidentiality, sensitivity and security concerns.									
Timeframe	:	Choose an item.									

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The ARMC comprises three (3) Independent Non-Executive Directors. The Chairman of the ARMC is Ong Teng Yan whilst the Chairperson of the Board is Dato' Rozalila Binti Abdul Rahman.	
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 Terms of Reference of the ARMC provide the requirement that a former partner of an external audit firm and its affiliate to observe a cooling-off period of at least three (3) years before he or she could be appointed as a member of the ARMC.</p> <p>Presently, none of the members of our ARMC were former audit partners.</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>As stated in the ARMC's Terms of Reference, the ARMC is responsible for reviewing the suitability, independence and objectivity of the external auditors and the services provided annually, by considering among others:</p> <ul style="list-style-type: none"> • the competence, audit quality and resource capacity of the External Auditor in relation to the audit; • the nature and extent of the non-audit services rendered and the appropriateness of the level of fees; and • 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>The external auditors had provided a confirmation of their independence to the ARMC that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p>	
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 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted	
Explanation on adoption of the practice	:	The ARMC comprise solely of Independent Directors as follow:	
		Name & Designation	Directorship in the Board
		Chairperson Ong Teng Yan	Independent Non-Executive Director
		Members Dato' George Alfonso Miranda Aida Mosira Binti Mokhtar	Independent Non-Executive Director Independent Non-Executive Director

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied
Explanation on application of the practice	:	All members of the ARMC are professional in their area of expertise. Mr. Ong Teng Yan (Chairperson of ARMC) is a member of the Malaysian Institute of Accountants. The members of the ARMC have attended various continuing trainings and development programmes in relation to accounting standards, as detailed in the Corporate Governance Overview Statement in the Company's Annual Report 2023 except for Dato' George Alfonso Miranda who could not attend any seminars or trainings due to his personal commitments during the financial year. The qualification and experience of the ARMC members are disclosed in the Directors' Profile in the Annual Report 2023.
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	:	The board has established an effective risk management and internal control framework. The details of the Risk Management and Internal Control framework are set out in the Statement on Risk Management and Internal Control of the Company’s Annual Report 2023.	
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	:	Details of the features of Risk Management and Internal Control framework, and the adequacy and effectiveness of this framework are presented in the Statement on Risk Management and Internal Control of the Company’s Annual Report 2023.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

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

Practice 11.1

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

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

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Group's outsourced internal audit function, Resolve IR Sdn Bhd., is an external professional services firm, which is independent from the management of the company and the functions which it audits. There is no engagement between the Group and the firm in advisory nature that might result in a conflict of interest or affect their objectivity and independence.</p> <p>The outsourced internal audit function is led by Mr. Choo Seng Choon (Mr. Choo), the Chief Executive Officer of Resolve IR Sdn Bhd. Mr. Choo is a Certified Internal Auditor, Professional member of Institute of Internal Auditors, Fellow member of Association of Chartered Certified Accountants of UK (ACCA), Chartered Accountant of Malaysian Institute of Accountants (MIA) and Certified Public Accountant of The Malaysian Institute of Certified Public Accountants (MICPA). The internal audit function is guided by the International Professional Practice Framework on Internal Auditing issued by the Institute of Internal Auditors.</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>In order to maintain its commitment to effective communication with shareholders, the Group practices comprehensive, timely, and ongoing disclosures of information to both shareholders and the general investing public.</p> <p>The Board has ensured that all disclosure requirements outlined in the Listing Requirements by Bursa Malaysia Securities Berhad are met by making timely announcements. Shareholders can access all financial reports, company profiles, corporate governance, and other information through the Company's website www.agxlogistics.com.</p> <p>Besides that, AGM are held and the procedure are compliance with the regulatory requirements and MCGG.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
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	:	As the Company was only listed on 7 February 2024, no general meetings were held for the financial year ended 31 December 2023. For the upcoming 4 th AGM are to be held on 30 May 2024, and the notice issued on 30 April 2024, which is at least 28 days of notice period.	
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company was only listed on 7 February 2024. The 4 th AGM after listing will be held on 30 May 2024.	
		The Company will ensure that all Directors attend the upcoming 4 th AGM and the next AGM that will be held.	
<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.	

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 will be collaborated with Agmo Digital Solutions Sdn. Bhd. for the upcoming 4th AGM to be held on 30 May 2024. The AGM will be held virtually, and this will encourage our shareholders to participate whether from Malaysia and outside of Malaysia.</p> <p>Agmo Digital Solutions Sdn. Bhd. will also be responsible for maintaining the security and protection of the meeting attendants' personal data and providing a compliant and consistent approach to data protection for the virtual AGM.</p> <p>In the meantime, shareholders who are unable to attend the AGM may appoint their respective proxies to vote on their behalf at all General Meeting of the Company.</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	: Departure
Explanation on application of the practice	:
Explanation for departure	: The upcoming 4 th AGM will be a virtual meeting. The Company will issue Annual Report alongside with administrative notes.
	The shareholders will be allowed to submit their questions electronically through the online platform provided. Notwithstanding to the online platform, shareholders will be given the opportunity to pose questions during the upcoming AGM.
<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.

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	: Departure
Explanation on application of the practice	:
Explanation for departure	: The Company will host its forthcoming 4 th AGM as a virtual general meeting.
	The Remote Participation and Voting (“RPV”) Facilities provided by Agmo Digital Solutions Sdn. Bhd. via its Vote2U Online website at https://web.vote2u.my will allow shareholders to pose questions to the Board and Chairman of the AGM via typed text in the query box. The shareholders can submit their questions starting at 12.00 p.m. on 28 May 2024 or during the “Question and Answers” session of the AGM itself.
<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.

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	: Departure
Explanation on application of the practice	:
Explanation for departure	: The Company was listed on the ACE Market of Bursa Securities on 7 February 2024 hence the Company has yet to hold its AGM as of 31 December 2023.
	Minutes of the AGM will be made available to shareholders within 30 business days after the AGM on the Company's website.
<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.

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

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

This Section B is not applicable to AGX Group Berhad.
