

# CORPORATE GOVERNANCE REPORT

<b>STOCK CODE</b>	: 5205
<b>COMPANY NAME</b>	: EVERSENDI CORPORATION BERHAD
<b>FINANCIAL YEAR</b>	: 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Eversendai Corporation Berhad (the "Company") is led by an experienced, competent and diversified Board of Directors (the "Board"), which is mindful of the core principles of board leadership and effectiveness, effective audit and risk management, as well as integrity in corporate reporting and meaningful engagement with stakeholders, towards promoting business sustainability and corporate accountability with the ultimate objective of realising long-term shareholders' value, while taking into account the interests of other stakeholders. The Board is committed to upholding the highest standards of corporate governance and discharging its duties with due care, skills and diligence for the success of the Company and its subsidiaries (the "Group").</p> <p>The Board's duties and responsibilities include, without limitation, the following:</p> <ul style="list-style-type: none"><li>• Reviewing and approving the strategic plan and direction of the Group. In setting the Group's strategic business plans, the Board will review the reports provided by the Group Managing Director, who oversees the overall business and operations of the Group;</li><li>• Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed. At each Board meeting, the Group Managing Director will brief the Board on the Group's current operations, issues faced and plans to keep the Board apprised of the Group's activities and development;</li><li>• Identifying principal risks and ensuring the implementation of appropriate systems to effectively manage and monitor the identified risks;</li><li>• Reviewing the adequacy and effectiveness of the Group's risk management and internal control systems, which are embedded across all aspects of the Group's activities,</li></ul>

	<p>including systems for compliance with applicable laws, regulations, rules, directives and guidelines;</p> <ul style="list-style-type: none"> <li>• Promoting a sound corporate governance culture within the Group that reinforces ethical, prudent and professional behaviour;</li> <li>• Developing corporate objectives, policies and strategies;</li> <li>• Reviewing and approving acquisitions and disposals of undertakings and properties of substantial value, as well as major investments; and</li> <li>• Ensuring corporate accountability to shareholders primarily through adopting an effective shareholder communication strategy, spearheaded by the Group Managing Director through effective participation at general meetings. The Board subscribes to high standards of transparency and accountability in the disclosure of information to its shareholders, potential investors and the public. The Company uses various channels for effective communication with the shareholders and other stakeholders including timely announcements and disclosures to Bursa Malaysia Securities Berhad, press releases (where appropriate), general meetings and updates on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a></li> </ul> <p>The Board is guided by its Board Charter and Code of Conduct for Directors which sets out the Board's strategic intent, roles and responsibilities in discharging its fiduciary and leadership functions, as well as the standard of conduct expected of the Directors.</p> <p>In discharging the Board's duties and responsibilities, the Board has delegated certain duties and responsibilities to the following Board Committees: -</p> <ol style="list-style-type: none"> <li>a) Audit Committee ("AC");</li> <li>b) Risk Management Committee ("RMC"); and</li> <li>c) Nomination and Remuneration Committee ("NRC").</li> </ol> <p>The Chairman of each Board Committee will report to the Board on issues deliberated at each committee meeting.</p> <p>The Company is committed to adopting the five (5) principles of the Guidelines on Adequate Procedures ("GAP"), pursuant to Section 17A(5) of the Malaysian Anti-Corruption Commission ("MACC") Act. This includes the implementation of the Anti-Bribery and Corruption Policy and Whistleblower Policy which are available on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a></p> <p>During the financial year under review, the respective Board Committees reviewed and adopted their revised Terms of Reference to align with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance 2021.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

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

### Intended Outcome

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

### Practice 1.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is led by the Chairman, Tan Sri Dato' Nathan a/l Elumalay, together with the Senior Management team, is committed to promoting good corporate governance ("CG") culture within the organisation, which reinforces ethical, prudent and professional behaviour. The Chairman has provided effective leadership, strategic direction and necessary governance to the Group, and is primarily responsible for:</p> <ul style="list-style-type: none"><li>• Leading the Board in the oversight of management and providing effective leadership to the Board;</li><li>• Setting the Board agenda together with the Company Secretary for each meeting scheduled and ensuring that the Board members are given sufficient time for discussion of all agenda items;</li><li>• Leading the Board meetings and discussions in an effective manner and instilling a culture of openness and debate manner at the Board;</li><li>• Leading the Board by ensuring that the Company and the Group comply with and adheres to all the relevant laws and regulations, as well as corporate governance best practices;</li><li>• Leading the Board and playing an active role in the development of the Company's strategy, and monitoring its performance, implementation and improvement initiatives;</li><li>• Ensuring that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;</li><li>• Acting as the spokesperson for the Board;</li><li>• Ensuring the effective functioning of the Board, including overseeing and facilitating the evaluation of the Board, Board Committees and individual Board members, as well as succession planning, alongside the Chairman of the Nomination and Remuneration Committee;</li><li>• Leading the Board in establishing and monitoring good corporate governance practices within the Company and the Group;</li><li>• Guiding and mediating Board actions with respect to organisational priorities and governance concerns; and</li><li>• Performing other responsibilities as assigned by the Board from time to time.</li></ul>

	The roles and responsibilities of the Chairman of the Board have been clearly specified in the Board Charter, which is available on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.3

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

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>The Code recommends that the positions of the Chairman and Chief Executive Officer ("CEO") are held by different individuals.</p> <p>The Company has a Group Managing Director instead of a CEO. Although the roles of Chairman of the Board and Group Managing Director are combined, the Board is of the view that there is a strong independent element on the Board and that there are adequate measures and controls are in place to ensure a balance of power and authority, so that no individual has unfettered powers of decision. The more significant measures and controls are summarized below.</p> <p>The Chairman and Group Managing Director, Tan Sri Dato' Nathan a/l Elumalay, leads and manages the Board by focusing on strategy, governance and compliance whereas the Deputy Group Managing Director, Narishnath Nathan manages the business and operations of the Company and implements the Board's decisions.</p> <p>All Executive and Non-Executive Directors have unrestricted and timely access to all relevant information necessary for informed decision-making. The Executive Chairman encourages participation and deliberation among Board members to tap their collective wisdom and to promote consensus building as much as possible.</p> <p>Matters which are reserved for the Board's approval and delegation of powers to the Board Committees, Group Managing Director, Deputy Group Managing Director and Management, are expressly set out in an approved framework on discretionary authority limit. The business affairs of the Group are governed by the Group's Discretionary Authority Limits and manuals on policies and procedures. Any non-compliance issues are brought to the attention of the Management, Audit Committee and/or the Board, for effective supervisory decision-making and proper governance.</p> <p>As the Group continues to expand and its business grows, the discretionary authority limits are reviewed regularly to ensure that</p>

	Management's efficiency and performance remain at an optimal level.	
	The Board is of the view that there are adequate measures and controls in place to ensure a balance of power.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	The Board is of the view that there are adequate measures and controls in place to ensure a balance of power.
<b>Timeframe</b>	:	Others
		N/A

### Intended Outcome

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

### Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
<b>Application</b> :	Applied
<b>Explanation on application of the practice</b> :	The Chairman of the Board is not a member of any of the Board Committees. However, he may be invited to attend the Committee meetings, where necessary.
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

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

### Practice 1.5

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is supported by a suitably qualified and competent Company Secretary who has more than 30 years of experience in corporate secretarial practice, with working knowledge across a diverse range of industries and government services. The Company Secretary is a qualified Chartered Secretary under Section 235 of the Companies Act 2016 and is a member of the Malaysian Institute of Chartered Secretaries and Administrators.</p> <p>By virtue of her experience, the Company Secretary has been able to competently provide sound advice to the Board on matters relating to the powers, roles and responsibilities of Directors, compliance with corporate law, securities laws, listing requirements and the Malaysian Code on Corporate Governance.</p> <p>Every Director has ready and unrestricted access to the advice and services of the Company Secretary in ensuring the effective functioning of the Board. The Directors are regularly updated and advised by the Company Secretary on new statutory and regulatory requirements issued by regulatory authorities, and its implications to the Company and the Directors in relation to their duties and responsibilities.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretary.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 1.6

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board is provided with and assured of full and timely access to all relevant information to enable it to discharge its duties effectively. A set of Board papers (together with a detailed agenda in the case of a meeting) is furnished to Board members in advance of each Board meeting or Directors' Circular Resolution for consideration, guidance and, where required, decision-making.</p> <p>In addition to the Board papers and reports, the Board is also furnished with ad hoc reports to ensure that they are kept apprised of key business, financial, operational, corporate, legal, regulatory and industry matters, as and when the need arises.</p> <p>The Directors also have direct access to the advice and services of the Group Internal Audit Department and the Company Secretary, in addition to other members of Senior Management. The Board is regularly advised and updated on statutory and regulatory requirements pertaining to their duties and responsibilities. The Board may, at the Group's expense, seek external and independent professional advice and assistance from experts in furtherance of its duties.</p> <p>Minutes of meetings are circulated to the Board and Board Committees in a timely manner and are signed by the respective Chairman as a correct record of the proceedings of the meetings.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 2.1**

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has adopted a Charter, which sets out, amongst others, the Board’s strategic intent and outlines its roles and responsibilities. The Board Charter serves as a source of reference and primary induction document, providing insights to prospective Board members and Senior Management.</p> <p>It clearly explains the relationship and interaction between the Board, Board Committees and individual Directors. It also sets out the Code of Ethics and Conduct that member of the Board are expected to observe in the performance of their duties.</p> <p>The Board periodically reviews the Board Charter to ensure compliance with applicable regulatory requirements. Details of the Board Charter are available on the Company’s website at <a href="http://www.eversendai.com">www.eversendai.com</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.1

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's ethical framework which guides the actions and behaviours of all relevant stakeholders (including the Board), is outlined in the Code of Conduct, Anti-Bribery and Corruption Policy, Whistleblower Policy, as well as the policies and procedures governing Human Resources, Finance, Procurement, Operations, Health, Safety and Environment.</p> <p>The Board periodically reviews these policies and procedures (including the Code of Conduct) to ensure that they remain relevant and in compliance with applicable law, regulations and best practices.</p> <p>The Code of Conduct is available on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

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

### Practice 3.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group upholds the highest standards of integrity among its employees and stakeholders. The Group takes a serious view of any wrongdoing of its relevant stakeholders, particularly in relation to their obligations to the interests of Eversendai.</p> <p>The Company's Whistleblower Policy provides an avenue for all relevant stakeholders to raise concerns without fear of retaliation or any detrimental action.</p> <p>Relevant stakeholders may report any misconduct of which they are aware, including but not limited to the following:</p> <ul style="list-style-type: none"><li>• fraud;</li><li>• misappropriation of assets;</li><li>• sexual harassment;</li><li>• criminal breach of trust;</li><li>• illicit and corrupt practices;</li><li>• questionable or improper accounting;</li><li>• misuse of confidential information;</li><li>• acts or omissions deemed to be against the interest of the Company, laws, regulations or public policies;</li><li>• giving false or misleading information (including suppression of any material facts or information);</li><li>• breaches of Group Policies and the Code of Conduct; or</li><li>• the deliberate concealment of any of the above matter or other acts of misconduct.</li></ul> <p><b>Procedures</b></p> <p>Protected disclosures shall be submitted together with a covering letter bearing the identity of the whistleblower to the Group Managing Director, who will discuss the matter with the Board. Where deemed appropriate, the covering letter will be detached and the protected disclosure will be forwarded to the Group Human Resource Director for investigation, with findings to be reported to the Board within 30 days.</p> <p><b>Protection</b></p> <p>The Company recognises that the decision to report a concern could be difficult. The identity of whistleblowers will be kept</p>

	confidential to the extent possible and permitted by law. However, should the matter require legal proceedings, the whistleblower may be required to present himself/herself in court and provide the necessary details of the reported misconduct.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 4.1

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

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board together with the Management takes responsibility for addressing sustainability related risks and opportunities in an integrated and strategic manner to support the Group's long-term strategy and success. Sustainability encompasses Environmental, Social, and Governance ("ESG") aspects which are addressed in the relevant sections of the Annual Report 2025.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Material sustainability matters ("materiality assessment") are disclosed in the Sustainability Report of the Annual Report 2025, which also outlines the Group's sustainability strategies, priorities, targets and performance, and serves as a key channel of communication to both internal and external stakeholders.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 4.3**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board and the Management take responsibility for addressing sustainability matters by staying abreast of relevant sustainability issues during the financial year as disclosed under Corporate Governance Overview Statement of the Annual Report 2025.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 4.4

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	Material sustainability related risks and opportunities are deliberated at the Board of Directors and Risk Management Committee meetings.  Notwithstanding the above, a formalised performance evaluation of the Board and Senior Management in addressing such risks and opportunities against agreed targets will be adopted upon the revisions of the Sustainability Reporting Framework (as mentioned under Practice Note 4.2 above).	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 4.5- Step Up**

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

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

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

### Intended Outcome

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

### Practice 5.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has an on-going responsibility to assess the performance of its directors. Upon the completion of each financial year, the Nomination and Remuneration Committee ("NRC") undertakes a Board Assessment and Evaluation process to assess the effectiveness of the Board in discharging its duties and responsibilities.</p> <p>Other areas assessed include the Board's composition and size, the contribution of each member at Board meetings, the Board's decision-making and output, as well as the adequacy of information and support rendered to the Board and the effectiveness of meeting arrangements.</p> <p>Actionable improvement programmes are identified following the review of the results of the Board and Committee assessments by the NRC and the Board. Such programmes may include training needs of individual Directors.</p>
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>There are six (6) members on the Board, comprising the Executive Chairman (who is also the Group Managing Director), two (2) Executive Directors and three (3) Independent Non-Executive Directors. The Board composition meets the requirement of having at least half of the Board comprising Independent Directors.</p> <p>The composition of the Board is also in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance 2021.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.3**

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	During the financial year ended 2025, none of the Independent Directors exceeded a cumulative tenure of nine (9) years.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 5.4 - Step Up**

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

*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.*

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

### Intended Outcome

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

### Practice 5.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board comprises members with diverse professional backgrounds, skills, extensive experience and knowledge in the areas of engineering, steel fabrication, information technology, finance, business, general management and strategy required for the successful direction of the Group.</p> <p>Having assessed the size, composition and diversity of the Board annually, the NRC and the Board are satisfied that the existing Board composition has the requisite competencies and capacity to effectively discharge its functions and responsibilities.</p> <p>The NRC is responsible for assessing the transparency of procedures for proposing new nominees to the Board and Senior Management, and for recommending such nominees to the Board for its approval.</p> <p>The profiles of the members of the Board and Senior Management are set out in the Annual Report 2025.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.6

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC, comprising three (3) Independent Directors, makes independent recommendations for appointments to the Board. In making these recommendations, the NRC assesses the suitability of candidates, taking into account the required mix of skills, knowledge, expertise and experience, as well as professionalism, integrity, gender diversity, competencies and other relevant qualities, before recommending them to the Board for appointment.</p> <p>In searching for suitable candidates for appointment as Directors, the NRC receives recommendations from existing Directors, Senior Management and major shareholders.</p> <p>The NRC also has the authority to obtain external professional services to source for candidates for directorship and to seek independent professional advice whenever necessary.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.7

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The profiles of the Directors and key senior management personnel are available in the Annual Report. These include their age, gender, qualification, tenure of service, directorship in other companies, working experience and any conflict of interest as well as their shareholding in the Company, if any.</p> <p>The performance of retiring Directors recommended for re-election at the forthcoming annual general meeting have been assessed through the Board annual evaluation.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

**Practice 5.8**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NRC is chaired by an Independent Non-Executive Director.</p> <p>All members of the NRC are Independent Non-Executive Directors.</p> <p>The NRC consists of the following members:</p> <ul style="list-style-type: none"> <li>• Dato' Gan Nyap Liou (Independent Non-Executive Director and Chairman of the NRC);</li> <li>• Puan Nazariah Binti Ibrahim (Independent Non-Executive Director and Member); and</li> <li>• Dato' Azlan Bin Abu Rais @ A Rais Al Noah (Independent Non-Executive Director and Member).</li> </ul>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.9

The board comprises at least 30% women directors.

<b>Application</b>	:	Departure
<b>Explanation on application of the practice</b>	:	
<b>Explanation for departure</b>	:	<p>For the financial year ended 31 December 2025, the Board comprises six (6) Directors, one (1) of whom is a woman, representing 17% female participation.</p> <p>The Board acknowledges the importance of boardroom diversity and the recommended practice on the establishment of a gender diversity policy. Although no specific targets have been set in relation to boardroom diversity, the Board is committed to enhancing diversity in terms of gender, regional and industry experience, cultural and geographical background, ethnicity, age and perspective.</p> <p>The Board supports gender diversity at all levels, including the Board, Senior Management and general workforce, and acknowledges that this is an area for continuous improvement.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	The Board, through the NRC, will continue to identify and consider suitably qualified female candidates for appointment to the Board.
<b>Timeframe</b>	:	Others   N/A

**Intended Outcome**

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

**Practice 5.10**

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

<b>Application</b>	:	Departure	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:	The Board acknowledges the importance of boardroom diversity and the recommended practice on the establishment of a gender diversity policy. Although no specific targets have been set in relation to boardroom diversity, the Board is committed to enhancing diversity in terms of gender, regional and industry experience, cultural and geographical background, ethnicity, age and perspective.	
		The Board supports gender diversity at all levels, including the Board and Senior Management, and acknowledges that this is an area for continuous improvement.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:	The Board, through the NRC, will continue to identify and consider suitably qualified female candidates for appointment to the Board.	
<b>Timeframe</b>	:	Others	N/A

## Intended Outcome

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

### Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The Board has an on-going responsibility to assess the Directors. Upon the completion of every financial year, the NRC undertakes a Board Assessment and Evaluation process to assess the effectiveness of the Board in discharging its duties and responsibilities.  Other areas assessed include the Board's composition and size, the contribution of each Board member at meetings, the Board's decision-making and output, as well as the information and support provided to the Board and the adequacy of meeting arrangements.  Actionable improvement programmes will be identified upon review of the results of the Board and committee assessments by the NRC and the Board. Such programmes may include addressing the training needs of individual Directors.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

## Intended Outcome

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

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

### Practice 7.1

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The NRC reviews, on a yearly basis, the individual remuneration packages of Executive Directors and makes appropriate recommendations to the Board.</p> <p>The present policies on the remuneration of Executive Directors include the scope of work, responsibilities, experience, qualifications, market conditions, the performance of the Company and individual performance.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 7.2

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The NRC consists of the following Directors:</p> <ul style="list-style-type: none"><li>• Dato' Gan Nyap Liou (Independent Non-Executive Director and Chairman of the NRC);</li><li>• Puan Nazariah Binti Ibrahim (Independent Non-Executive Director and Member); and</li><li>• Dato' Azlan Bin Abu Rais @ A Rais Al Noah (Independent Non-Executive Director and Member).</li></ul> <p>The RC is entrusted with the following responsibilities:</p> <ul style="list-style-type: none"><li>• Recommending to the Board the policy and framework for Directors' remuneration, as well as the remuneration and terms of service of the Executive Directors;</li><li>• Evaluating the performance and remuneration of the Executive Directors, including ensuring that performance targets are established to achieve alignment with the interests of shareholders of the Company, with an appropriate balance between long-term and short-term goals;</li><li>• Designing and implementing an evaluation procedure for Executive Directors; and</li><li>• Reviewing, on a yearly basis, the individual remuneration packages of Executive Directors and making appropriate recommendations to the Board.</li></ul> <p>The NRC meets as and when necessary and may also make decisions by way of circular resolutions.</p> <p>The NRC has written Terms of Reference which set out its authority and duties, and these are available on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a></p>

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

**Intended Outcome**

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, and other emoluments.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	The details of the remuneration of the Directors and Senior Management for the financial year ended 31 December 2025 are disclosed in the Corporate Governance Overview Statement of the Annual Report 2025.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Nathan A/I Elumalay	Executive Director	-	-	374	450	-	-	824	-	1,519	7,440	12,195	26	-	21,180
2	Narishnath a/l Nathan	Executive Director	-	-	134	-	-	-	134	-	350	1,882	-	338	-	2,570
3	Narla Srinivasa Rao	Executive Director	-	-	-	-	-	-	-	-	244	1,143	-	510	-	1,897
4	Puan Nazariah Binti Ibrahim	Independent Director	96	10	-	-	-	-	106	96	10	-	-	-	-	106
5	Dato' Azlan Bin Abu Rais @ A Rais Al Noah	Independent Director	96	10	-	-	-	-	106	96	10	-	-	-	-	106
6	Dato' Gan Nyap Liou @ Gan Nyap Liow	Independent Director	96	10	-	-	-	-	106	96	10	-	-	-	-	106
7	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
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 three senior management's remuneration component including salary, bonus, and other emoluments in bands of RM50,000.

<b>Application</b>	:	Applied – the company discloses the remuneration of members senior management who are not members of the board																			
<b>Explanation on application of the practice</b>	:	<p>The Board is of the view that the disclosure of Senior Management's remuneration on a named basis is not encouraged, as it may give rise to concerns relating to privacy, confidentiality and staff retention, and may potentially lead to conflicts among Senior Management.</p> <p>Accordingly, the remuneration of the top Senior Management for the financial year 2025 is disclosed in bands as set out below:</p> <table border="1" data-bbox="560 1003 1409 1352"> <thead> <tr> <th>Range of Remuneration</th> <th>Number of Senior Management</th> </tr> </thead> <tbody> <tr> <td>RM800,001 to RM1,200,000</td> <td>4</td> </tr> <tr> <td>RM750,001 to RM800,000</td> <td>1</td> </tr> <tr> <td>RM700,001 to RM750,000</td> <td>0</td> </tr> <tr> <td>RM650,001 to RM700,000</td> <td>0</td> </tr> <tr> <td>RM600,001 to RM650,000</td> <td>0</td> </tr> <tr> <td>RM550,001 to RM600,000</td> <td>0</td> </tr> <tr> <td>RM0 to RM550,000</td> <td>0</td> </tr> <tr> <td>Total</td> <td>5</td> </tr> </tbody> </table>		Range of Remuneration	Number of Senior Management	RM800,001 to RM1,200,000	4	RM750,001 to RM800,000	1	RM700,001 to RM750,000	0	RM650,001 to RM700,000	0	RM600,001 to RM650,000	0	RM550,001 to RM600,000	0	RM0 to RM550,000	0	Total	5
Range of Remuneration	Number of Senior Management																				
RM800,001 to RM1,200,000	4																				
RM750,001 to RM800,000	1																				
RM700,001 to RM750,000	0																				
RM650,001 to RM700,000	0																				
RM600,001 to RM650,000	0																				
RM550,001 to RM600,000	0																				
RM0 to RM550,000	0																				
Total	5																				
<b>Explanation for departure</b>	:																				
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																					
<b>Measure</b>	:																				
<b>Timeframe</b>	:																				

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Mr. Paladugu Bhaskara Rao	Operations Director, KSA	800,001-850,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	800,001 to 1,200,000
2	Mr. Muralidharan Balagurumoorthi	Operations Director, Qatar	800,001-850,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	800,001 to 1,200,000
3	Mr. Baskaran Pichaimuthu	Operations Director, UAE	800,001-850,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	800,001 to 1,200,000
4	Mr. Subramanian Pandirajan	Operations Director, Malaysia & Singapore	750,001-800,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	750,001 to 800,000
5	Mr. Damodharan Rajagopal	Fabrication Director, Sharjah, UAE	800,001-850,000	Choose an item.	Choose an item.	Choose an item.	Choose an item.	800,001 to 1,200,000

**Intended Outcome**

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

**Practice 8.3 - Step Up**

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

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

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

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Audit Committee ("AC") consists exclusively of Independent Non-Executive Directors, and the Chairman of the AC is not the Chairman of the Board.</p> <p>The AC is chaired by Puan Nazariah Binti Ibrahim.</p> <p>The separation of the roles of the Board Chairman and the Chairman of the AC allows the Board to objectively review the findings and recommendations of the AC.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company complies with Practice 9.2 of the Malaysian Code on Corporate Governance 2021. None of the members of the Board are former key audit partners within the prescribed cooling-off period of three (3) years. As such, no such person has been appointed as a member of the Audit Committee.</p> <p>The requirement for a former partner of the external audit firm of the Company to observe a cooling-off period of at least three (3) years prior to being appointed as a member of the Audit Committee, as set out in Practice 9.2 of the Malaysian Code on Corporate Governance 2021, is also incorporated in the Terms of Reference of the Audit Committee.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.3**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The AC has policies in place to assess the suitability, objectivity and independence of the External Auditors.</p> <p>The AC is responsible for assessing the capabilities and independence of the External Auditors and for making recommendations to the Board on the appointment, re-appointment and removal of the External Auditors.</p> <p>The AC reviews the suitability and independence of the External Auditors. The review process covers, among others, the External Auditors' independence, performance, quality of audit work, adequacy of resources and the audit fees.</p> <p>The AC has also received assurance from Messrs Morison LC PLT that its personnel are, and have been, independent throughout the conduct of the audit of the financial statements for the financial year ended 31 December 2025, and that they have complied with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants..</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

There is an effective and independent Audit Committee.

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

**Practice 9.4 - Step Up**

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	In line with the recommendations of the Malaysian Code on Corporate Governance 2021, the AC comprises three (3) Independent Non-Executive Directors with diverse skills and experience in accountancy, law and administration.

### Intended Outcome

There is an effective and independent Audit Committee.

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

### Practice 9.5

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

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	Collectively, the members of the AC possess a wide range of skills necessary to discharge their duties and are financially and legally literate. The profiles of the members are provided in the Annual Report. The Chairman of the AC is a Chartered Certified Accountant.  The Company is committed to ensuring that its AC members keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 10.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Board has established the necessary risk management and internal control infrastructure, encompassing the risk assessment process, internal control measures, organisational oversight and reporting functions, to instil the appropriate discipline to continuously enhance risk management and internal control capabilities. Details of the risk management framework and internal control systems are set out in the Statement on Risk Management and Internal Control in the Annual Report 2025.</p> <p>The Board is of the view that the risk management and internal control framework in place for the financial year under review is adequate and effective.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

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

**Practice 10.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The Board has disclosed the key features of its risk management and internal control framework and has concluded on its adequacy and effectiveness in the Statement on Risk Management and Internal Control in the Annual Report 2025.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

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

### Practice 10.3 - Step Up

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

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Risk Management Committee ("RMC") comprises wholly Independent Non-Executive Directors. The membership of the RMC is as follows:</p> <ul style="list-style-type: none"><li>• Dato' Azlan Bin Abu Rais @ A Rais Al Noah (Independent Non-Executive Director and Chairman of the RMC);</li><li>• Puan Nazariah Binti Ibrahim (Independent Non-Executive Director); and</li><li>• Dato' Gan Nyap Liou @ Gan Nyap Liow (Independent Non-Executive Director).</li></ul>

## Intended Outcome

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

### Practice 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group has an established internal audit function, performed by the in-house Group Internal Audit Department (“GIAD”), which is responsible for the overall internal audit activities of the Group. The GIAD functionally reports to the AC and administratively to the Deputy Group Managing Director.</p> <p>The GIAD continues to independently review key processes, monitor compliance with policies and procedures, evaluate the adequacy and effectiveness of internal control and risk management systems, and highlight significant findings, recommended improvements and corrective measures in respect of any non-compliance on a timely basis. Its work practices are governed by the Internal Audit Charter, which is approved by the AC.</p> <p>The Internal Audit Charter authorises the GIAD to:</p> <ul style="list-style-type: none"><li>• have unrestricted access to all the Company’s records, information, properties and personnel relevant to the performance of its internal audit function;</li><li>• determine the scope of work and exercise due professional care over the Group’s critical operating functions and core activities;</li><li>• obtain the necessary cooperation and adequate assistance from staff across various operating units and departments where audits are conducted; and</li><li>• obtain the assistance of professionals, from within or outside the Group, where considered necessary.</li></ul> <p>The annual audit plan, established primarily based on a risk-based approach, is reviewed and approved by the AC prior to the commencement of each financial year, with updates provided to the AC on a quarterly basis. The AC oversees the GIAD’s function, including its independence, scope of work and resources.</p> <p>The Head of the GIAD presents, on a quarterly basis (except under unforeseen circumstances and/or operational exigencies), the audit results and significant matters raised in the audit reports for the respective areas of operation. Follow-up audits are also carried out to determine the status of implementation of agreed corrective actions arising from previous audit findings.</p> <p>Details of the Audit Committee’s Terms of Reference in relation to the internal audit function are set out in the Audit Committee Report in the Annual Report 2025.</p>

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

## Intended Outcome

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

### Practice 11.2

The board should disclose–

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The GIAD has adopted the International Professional Practices Framework (“IPPF”) issued by the Institute of Internal Auditors as its governing standards. The audit charter has been established in accordance with the IPPF.</p> <p>Pursuant to the International Standards for the Professional Practice of Internal Auditing, Standard 1110 “Organisational Independence”, the Head of Internal Audit performs an annual assessment of the internal audit personnel to ensure that they are free from any relationships or conflicts of interest with the Group. Should any irregularities be identified, the Head of Internal Audit will report the findings to the AC.</p> <p>The internal audit personnel are free from any family relationships with any Director and/or major shareholders and do not have any conflicts of interest with the Group.</p> <p>The Head of the GIAD is Mr. Sonny Seow Han Kheng. He is a Certified Internal Auditor (CIA) under the Institute of Internal Auditors (IIA), USA. He graduated from Swinburne University of Technology, Melbourne, Australia, with a Bachelor’s Degree in Accounting and Computing. He joined the GIAD on 3 May 2021.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

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

### Practice 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group strives to maintain open and transparent communication channels with its stakeholders, institutional investors and the investing public, with the objective of providing clear and comprehensive information on the Group's performance and financial position.</p> <p>Announcements on all significant developments and matters of the Group are made to Bursa Malaysia Securities Berhad. Shareholders and stakeholders are provided with regular updates on the Group's performance through quarterly financial results released within the prescribed timeframe.</p> <p>The Investor Relations section of the Company's website contains all announcements made by the Company to Bursa Malaysia Securities Berhad.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**Intended Outcome**

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

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

**Practice 12.2**

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

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

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The notice of the Twenty-Third Annual General Meeting of the Company will be issued at least twenty-eight (28) days prior to the date of the Annual General Meeting ("AGM").	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	All Directors and Chairmen of the Board Committees are present at the AGM to provide clarification on shareholders' queries. Where appropriate, the Chairman of the Board will endeavour to provide shareholders with written responses to any significant questions that cannot be readily addressed during the AGM.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.3**

Listed companies should leverage technology to facilitate–

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

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	<p>The Company does not have a large number of shareholders.</p> <p>The 23rd AGM of the Company will be conducted on a physical basis, with voting carried out via an electronic voting (“e-voting”) system provided by DVote Services Sdn. Bhd. at the venue.</p> <p>In line with Practice 13.3 of the Malaysian Code on Corporate Governance, the provision of both physical attendance and remote participation and voting (“RPV”) facilities facilitates greater shareholder participation. With the availability of Physical and RPV Facilities, shareholders may exercise their rights as members of the Company to participate (including the right to pose questions to the Board of Directors and/or Management) and vote at the 23rd AGM.</p>	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.4**

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: Shareholders are able to raise questions, including but not limited to, matters relating to the Company’s financial and non-financial performance as well as its long-term strategies. Shareholders may submit their questions prior to the meeting via the remote participation and voting (“RPV”) facilities. In addition, shareholders are also allowed to submit questions via the RPV facilities during the meeting.  The Directors and Senior Management will address the questions raised by shareholders during the meeting.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

**Intended Outcome**

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

**Practice 13.5**

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The 23rd AGM of the Company will be conducted on a physical basis, with voting carried out via an electronic voting (“e-voting”) system provided by DVote Services Sdn. Bhd. at the venue.  Relevant questions raised by shareholders will be addressed in person by the Chairman, Directors and/or Senior Management during the meeting.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

## Intended Outcome

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

### Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	: The minutes of the forthcoming 23rd AGM of the Company will be made available on the Company's website at <a href="http://www.eversendai.com">www.eversendai.com</a> within thirty (30) business days from the date of the 23rd AGM.
<b>Explanation for departure</b>	:  
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b>	:  
<b>Timeframe</b>	:  

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

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

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