CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	5191
COMPANY NAME	**:**	Tambun Indah Land Berhad
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board of Directors ("**Board**") of Tambun Indah Land Berhad ("**Tambun Indah**" or the "**Company**") plays an important role in overseeing the overall performance objectives and long-term success and sustainability of the Group. The Board provides effective leadership, reviews the performance of the Executive Management, and has oversight of the proper conduct of the Group's business including the framework of the Group's system of internal controls and risk management. The Executive Management comprising members of the Board holding executive positions, the Chief Operating Officer and the General Manager of the Group (collectively hereinafter referred as "Senior Management" of the Group). The Board had established a governance structure where certain areas of responsibilities are delegated to Board Committees and the Executive Management for greater efficiency, and also serves as a control to mitigate or minimize any abuse of authorities. The Board Committees as at 31 December 2025 were as follows: 1. Audit Committee ("**AC**"); 2. Nominating Committee ("**NC**"); 3. Remuneration Committee ("**RC**"); and 4. Risk Management Committee ("**RMC**"). The Board Committees operate within a clearly defined terms of reference. The respective terms of reference are set out in the Board Charter which is available at the Company's website (www.tambunindah.com).

	The Board then keeps abreast of the key issues, recommendations and/or decisions made by each Board Committee through the reporting by the Chairman of each Committee and the tabling the minutes of the respective Board Committees of the applicable period for notation by the Board. The Managing Director ("**MD**") is responsible for the overall management of business and operations of the Group. He is supported by the Senior Management and the Management Committee or Working Group. The Management Committee or Working Group consists of management from various departments to facilitate smooth and effective operations. The Executive Management formulates the strategies and plans of the Group annually for approval by the Board. The strategic planning process begins at the Senior Management level after assessment and review of the business environment as well as the progress of the previous year's activities. The Senior Management will take into consideration the feedback from employees, customers and other stakeholders with whom the Group conducts its business during the financial year to ensure the best outcome for the ensuing year, and in the best interest of the Group and its stakeholders. During the process, the Executive Management will hold meetings led by the Executive Deputy Chairman ("**EDC**") to discuss pertinent issues and concerns in order to deliver the best outcomes. The Executive Management constantly and actively engage with one another throughout the financial year. The roles of Independent Directors are also fundamental towards good corporate governance. The independence of each Independent Director is reviewed by the NC annually and they are free from any undue influence of substantial shareholders or any interested parties which can materially interfere with the exercise of their independent judgements. It is the general policy of the Company that all major decisions be considered by the Board as a whole. During the financial year ended 31 December 2025 ("**FY2025**"), the EDC tabled the Business Plan and Budget for the review and approval of the Board. The Board had reviewed and approved the plan as presented. The Board also received reports by the EDC on the progress of the approved strategies, plans and budgets whilst the MD provided updates

	to the Board on key operational issues or factors that affected the Group's businesses. The Board had reviewed the Company's policies during FY2025 to ensure their continued relevance and alignment with the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance ("**MCCG**") issued by the Securities Commission Malaysia, as well as the Company's overall strategy and direction. Following the review, amendments were made to the Directors' Fit and Proper Policy and the Sustainability Policy and Handbook to further strengthen the Company's governance framework and sustainability practices. The Board through the NC reviewed and assessed the Board and Senior Management in ensuring a structured and effective succession planning framework was in place within the Group. During FY2025, the MD assessed the succession bench strength of potential internal candidates for Senior Management roles, taking into consideration their suitability and readiness to ensure business continuity and a smooth transition in the Group's operation when required. During FY2025, the Board exercised its oversight role in monitoring the sustainability initiatives implemented across the Group. The Sustainability Working Group, led by the MD reported twice a year to the Board on the Environmental, Social and Governance ("**ESG**") initiatives undertaken, including, among others, the progress towards the Group's sustainability targets. In addition, the Company's Internal Auditors had carried out assurance reviews on the ESG data and disclosures for FY2025 to ensure the accuracy and reliability of the reported information. The Board through the AC and RMC reviewed the adequacy and effectiveness of the Group's risk management and internal control systems. The details of the Group's risk management and internal control are set out in the Statement on Risk Management and Internal Control section of the Company's Annual Report for the financial year ended 31 December 2025 ("**AR 2025**"). During the FY2025, the Company had maintained a sound investor relations programme through continuous engagements with shareholders and other stakeholders vide announcements to Bursa Securities, informative website, analyst presentations and corporate briefings.

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

Intended Outcome

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

Practice 1.2

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	:	The Chairman of the Board, Mr. Lai Fook Hoy performs his duties as a Non-Independent Director. The Chairman assumes a leadership role in the Board so that the Board can perform its responsibility effectively. His role includes the following: a) to provide leadership to the Board, and oversee the Board in the effective discharge of its fiduciary duties; b) to set the Board agenda and ensure adequate time is allocated for discussion of issues tabled to the board for deliberation. c) in consultation with the Secretary, Board members and Senior Management, to ensure Board members receive complete and accurate information at least 7 days in advance of the board meeting; d) to lead in discussions at meetings and ensure efficient and effective conduct of the Board meetings; e) to encourage active participation and allow dissenting views to be freely expressed; f) to manage the interface between the Board and Senior Management; g) to ensure appropriate steps are taken by the Executive Directors and Senior Management to facilitate an effective communication between the Board and the stakeholders; h) to lead the Board in the adoption and implementation of good governance practices; i) to ensure orderly conduct and proceedings of general meetings to support meaningful engagement, including on matters relating to Company's financial and non-financial performance between board, senior management and shareholders; and j) to allow shareholders to participate actively in general meetings and give shareholders the opportunity to ask questions during the general meetings and all questions should receive meaningful response.

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

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	The Board acknowledges that there should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Group's business. In this respect, the position of the Chairman of the Board and the MD (CEO) are held by different individuals. The Chairman of the Board is a Non-Independent Director with no executive function. The distinct and separate roles and responsibilities of the Chairman and the MD are as set out in the Board Charter which is available at the Company's website (www.tambunindah.com). For FY2025, the Chairman of the Board was Mr. Lai Fook Hoy, and the MD was Mr. Teh Deng Wei.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

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

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'.			
Application	:	Applied	
Explanation on application of the practice	:	For FY2025, the Chairman of the Board, Mr. Lai Fook Hoy was not a member of the AC, NC and RC.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 1.5
The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	The Company Secretaries are members of professional bodies and qualified to act as Company Secretaries. The brief profile of the Company Secretaries are as follows: Mr. Lee Peng Loon, is an associate member of the Malaysian Association of Company Secretaries (MACS). He started his career with the Malaysian Inland Revenue Board (IRB) as a senior officer for several years before joining one of the "Big Four" international accounting firms in its taxation division. He was later transferred to head its secretarial division as the Executive Director, a position he served for 10 years. With more than 35 years of immense tax, accounting and secretarial experiences, he had assisted and supported countless companies in diverse industries to ensure achievements of regulatory compliance. Ms. P'ng Chiew Keem, Riko, is an associate member of the Malaysian Institute of Chartered Secretaries & Administrators (MAICSA). She started her career with one of the "Big Four" international accounting firms in Malaysia. She then furthered her studies in Business Management Education in the Asian Institute of Management (AIM), a pioneer business school in Asia, founded in 1968 by the Harvard Business School together with a consortium of prominent business leaders and academic institutions. She has more than 20 years of experience in handling corporate, secretarial, and compliance matters to a large portfolio of clients, indirect tax consulting, accounting and corporate advisory. The primary responsibilities of the Company Secretaries are as follows: (a) To properly maintain the secretarial records, preparation of resolutions and other secretarial functions of the Company; (b) To issue notice and attend the meetings of the Board, Board Committees and shareholders and to record the minutes of such meetings; (c) To assist in corporate governance practices, by proposing relevant agenda items to be included as recurring meeting agenda;

	(d) To facilitate the conduct of the assessments to be undertaken by the Board and/or Board Committees as well as to compile the results of the assessments for the Board and/or Board Committee's deliberation; (e) To update the Board on the changes, which are relevant to the Company, of the listing requirements upon receiving the circulars from Bursa Securities; and (f) To advise on corporate disclosures and compliances. During the FY2025, the Company Secretaries had attended various webinars and professional development programmes to keep themselves abreast with the changes in the Companies (Amendments) Act 2024 as well as other governance-related areas, including anti-money laundering and counter financing of terrorism ("**AMLA/CFT**").	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.6

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

Application	:	Applied
Explanation on application of the practice	:	Board meetings are scheduled in advance before the beginning of a new financial year to enable members of the Board to plan ahead and fit the year's meetings into their schedules. The Board meets at least 4 times a year, once in every quarter with additional meetings to be held when the need arises to consider urgent proposals or matters that required expeditious decision or deliberation of the Board. The Board is provided with meeting materials that are comprehensive and encompass all matters in the agendas being considered for deliberation together with the minutes of the previous Board and Board Committees ("**Board Papers**"). In the efforts towards sustainability contribution in preserving the environment, the notice of meeting together with the Board Papers are circulated vide email (instead of hardcopies) to the Directors at least 7 days in advance of each meeting. The meetings of the Board and Board Committees are held separately and the proceedings thereat are properly documented in the minutes of the respective meetings. The Company Secretary will circulate the draft minutes to all Directors for review and comment before confirmation by the Chairman as a correct record. Such a process is to ensure the minutes of meetings accurately reflect the deliberations and decisions of the Board or the Board Committees, including any dissenting views and matters where Directors abstained from voting or deliberation. The Board also approves certain matters of the Company via circular resolutions to be signed by a majority of Directors. All the Directors have unrestricted access to the services of the Company Secretaries and may inspect the minutes, resolutions and other statutory documents during office hours at the registered office of the Company.

	During FY2025, a total of 5 Board meetings were held and all the Board papers were circulated to the Directors in a timely manner. The Board papers provided to the Directors during the financial year includes amongst others, the quarterly performance reports of the Group, information on operational and financial issues, the Group's risk profile, Internal Audit Reports, Internal Audit Plan, External Audit Plan and Review Memorandums, updates on the Group's ESG and Sustainability Matters, the Group's business forecasts and outlook, the register of conflict of interests, the report on the Directors and Principal Officers' dealings in the securities of the Company, the report on material litigations and whistle blowing cases (if any), the report on statutory payments to employees, recurrent related party transactions, bank borrowings and circular resolutions passed during the period under review.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application	:	Applied
Explanation on application of the practice	:	The Board Charter of the Company contains the following: (a) Role of the Board (inclusive matters reserved for the Board) (b) Role of Individual Director (c) Role of Chairman (d) Role of Executive Deputy Chairman (e) Role of Managing Director (f) Role of Independent Non-Executive Directors (g) Role of Board Committees & Terms of References (h) Size and Composition of the Board (i) Nomination & Appointment of Directors (j) Re-election of Directors (k) Tenure of Independent Directors (l) Board Diversity (m) Time Commitment & Acceptance of New Directorship (n) Succession Planning (o) Conflict of Interest (p) Board Performance Evaluation (q) Directors' Training (r) Dealing in Securities (s) Board Meeting (t) General Meeting (u) Remuneration Policies & Procedures (v) Access to Information & Independent Advice (w) Financial Reporting (x) Company Secretaries (y) Stakeholders' Communications (z) Corporate Sustainability Framework The Board reviews the Board Charter annually or as and when necessary to ensure it complies with all applicable laws, rules and regulations of the regulatory authorities, and that it remains consistent with the policies and procedures of the Board.

	The last review of the Board Charter was on 26 February 2026. A full copy of the Board Charter is available at the Company's website (www.tambunindah.com).	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.1
The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

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

Application	:	Applied
Explanation on application of the practice	:	The Code of Business Conducts and Ethics ("**Code**") of the Company is prepared based on principles of integrity, sincerity and accountability in order to enhance the standards of corporate governance and behaviour. The Code contains the following: (a) Responsibilities and Compliance of the Code (b) Working with Local Communities (c) Fair Dealings/Anti-Competition (d) Dealings with Government Officials (e) Work Environment & Employment (f) Compliance with Laws & Regulations (g) Environment, Occupational Safety & Health (h) Conflict of Interests (i) Anti-Bribery and Corruption Practices (j) Gifts and Entertainment (k) Travel (l) Political Contributions (m) Donations and Sponsorships (n) Outside Employment (o) Holding Directorship in Other Entities (p) Protecting Group Assets (q) Record Keeping and Document Retention (r) Proprietary and Confidential Information (s) Political Activities (t) Whistleblowing (u) Review The Group takes "zero tolerance" approach to bribery and corruption and is committed to uphold all applicable laws in relation to anti-bribery and anti-corruption. In this aspect, the Board implemented the Anti-Bribery Management System ("**ABMS**") to prevent, detect and respond effectively to bribery and corruption and also adopted the Anti-Bribery

	and Corruption Policy ("**ABC Policy**") guided by the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the Malaysian Anti-Corruption Commission ("**MACC**") Act 2009. The ABC Policy provides guidance on the Company's protocols to be observed by the Directors, employees and business associates comprised of vendors, contractors, sub-contractors, consultants, agents, representatives, outsourced personnel, distributors, advisers and other intermediaries who perform works or provide services for or on behalf of the Company and/or the Group. The ABC Policy is to be read together with the Code, Whistle-Blowing Policy, Employee Handbook (for employees) and the MACC Act. All employees of the Company and/or the Group are required to sign the mandatory annual declaration form whilst business associates are required to complete the "Third Party Declaration Form" to the Company after they had read and understood the Code and ABC Policy of the Company. During FY2025, Management had conducted a refresher briefing to the employees of the Group to reinforce their obligations in supporting the Company's measures to prevent bribery and corruption. The sessions also aimed to promote awareness of anti-corruption policies, ethical conduct, and compliance practices across all levels of the organization. The Code and the ABC Policy are subject to annual review to ensure their relevance. A copy of the Code and ABC Policy are available at the Company's website (www.tambunindah.com). The last review of the Code and ABC Policy were on 26 February 2026.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application :	Applied	
Explanation on application of the practice :	The Whistle-Blowing Policy ("**Policy**") of the Company aligned with the implementation of the ABMS sets out a formal communication channel for the employees and stakeholders to communicate matters of concern in good faith and without fear of reprisal. The Policy is subject to annual review to ensure its relevance. The last review of the Policy was on 26 February 2026. There were no whistle-blowing cases reported in FY2025. A copy of the Whistle-Blowing Policy is available at the Company's website (www.tambunindah.com).	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognizes sustainability governance and practices are fundamental to support the long-term success and value creation of the Group. A Sustainability Working Group has been set up to integrate sustainability initiatives and considerations in the day-to-day operations of the Company and amongst others to ensure an effective implementation of sustainability directions of the Group. The Sustainability Working Group led by the Managing Director comprised one Executive Director and respective managers of various business units shall meet at least twice a year to review issues relating to sustainability matters. During FY2025, the Board reviewed and discussed the following sustainability topics: <u>Economic Aspect</u> • Economic Performance • Customer Care Management • Supply Chain Management <u>Environment Aspect</u> • Energy Management • Water and Effluents • Waste Management • Climate Change and Emissions • Construction Materials <u>Social Aspect</u> • Health and Safety • Labour Practices and Standards • Diversity • Community Development

	Governance Aspect • Board Composition and Structure • Data Privacy and Security • Ethical Business Practices • Anti-Bribery & Anti-Corruption Measures • Risk Management • Board and Senior Management Remuneration Package	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

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

Application	:	Applied	
Explanation on application of the practice	:	Information pertaining to the Company's sustainability strategies, priorities, targets, and performance against the targets communicated to internal and external stakeholders are set out in the Company's Sustainability Statement section of AR 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board acknowledges the importance of sustainability governance and the needs to have sufficient understanding and knowledge of sustainability matters that are relevant to the Company and its business, including climate related risks and opportunities.

The Board through the NC assesses the training needs of the Directors to ensure they stay abreast with the latest developments in the industry as well as the sustainability issues relevant to the Group and businesses, including climate-related risks and opportunities.

During FY2025, the Directors had attended various trainings and/or seminars on sustainability related topics as follows:

<table>
<tr><th>Director</th><th>Sustainability Topics</th></tr>
<tr><td>Lai Fook Hoy</td><td>• MAP Part II: Leading for Impact (LIP)
•</td></tr>
<tr><td>Teh Kiak Seng</td><td>• MAP Part II: Leading for Impact (LIP)
• Technical Visit to TNB Prai Power Plant
• Traffic Impact Assessment for LRT Stations
• Shape-Finding in Tensioned Membrane Structures</td></tr>
<tr><td>Teh Deng Wei</td><td>• MAP Part II: Leading for Impact (LIP)</td></tr>
<tr><td>Teh Theng Theng</td><td>• Mastering DISC for Sales Excellence 1D</td></tr>
<tr><td>Lam Voon Kean</td><td>• MAP Part II: Leading for Impact (LIP)</td></tr>
<tr><td>Kaoy Lay Min</td><td>• The Future of Corporate Reporting: Embracing IFRS S1 & S2 and the Continued Relevance of Integrated Thinking and Reporting
• Navigating Recent Developments in Sustainability Reporting and the Continued Relevance of Integrated Thinking and Reporting
• Carbon Trading: Navigating Opportunities in Malaysia’s Low-Carbon Future</td></tr>
<tr><td>Dato’ Seri Mokhtar Bin Mohd Jait</td><td>• Companies Act 2016: Directors' Duties, Liabilities, and Governance - What Every Director Must Know</td></tr>
</table>
</td></tr>
</table>

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

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	The NC is tasked by the Board to undertake a formal and objective annual evaluation to determine the effectiveness of the Board and Senior Management towards ESG and sustainability matters. The objective of the evaluation is to ensure that the Company's sustainability activities create long-term value for all stakeholders via sustainable development practices and execution of the Company's strategy to address ESG risks and opportunities in achieving its business and operational efficiency.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.		
Application	:	Adopted
Explanation on adoption of the practice	:	The Board had established the Sustainability Working Group to manage the sustainability governance and practices of the Group. The MD is designated to manage sustainability strategically, including the integration of sustainability considerations in the operations of the Group. Together with the Management team, the MD plays a leading role in ensuring that sustainability matters are addressed and integrated effectively and efficiently throughout the Group's business processes and operations to support the Group's long-term strategy.

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	:	In accordance with the Company's Constitution, 1/3 of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election. All the Directors shall retire from office at least once every 3 years but shall be eligible for re-election. The NC had assessed and recommended Mr. Teh Deng Wei, Ms. Teh Theng Theng and Ms. Lam Voon Kean for re-election as Directors at the forthcoming Annual General Meeting ("**AGM**") of the Company having regard to their contribution to the effectiveness of the Board. The review parameters also include their attendance and participation at meetings; skills, knowledge and experience as well as their capacity to bring independent judgement and ability to act in the best interests of the Company as a whole. The Board had supported the recommendations of the NC that Mr. Teh Deng Wei, Ms. Teh Theng Theng and Ms. Lam Voon Kean be proposed for re-election at the forthcoming AGM. Mr. Teh Deng Wei, Ms. Teh Theng Theng and Ms. Lam Voon Kean had abstained from deliberating and voting on the above.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	As at 31 December 2025, the Board comprised of 3 Independent Directors, 2 Non-Independent Non-Executive Director and 3 Executive Directors. The Independent Directors' representation on Board was equivalent to 37.5%. The number of Independent Directors of Tambun Indah complied with the Main LR of Bursa a Securities where at least 2 Directors or 1/3 of the Board members, whichever is higher are Independent Directors.
		As an alternate practice, the Board operates in the manner that its Directors exercise independent judgement and with the interests of the shareholders always in the forefront when important decisions are made by the Board. The independent assessments and opinions of the Non-Executive Directors are important in ensuring the effectiveness of corporate governance practices of the Company. No individual Director can dominate the decision-making of the Board despite the Board has representatives of the substantial shareholders. Further, each of the main Board Committees namely the AC, NC and RC comprised majority of Independent Directors are further indicators of independence. The Board Committees would undertake robust discussion on the agendas and make their recommendations to the Board for decision. Each Independent Director of the Company is aware of his responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Company are managed.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

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

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

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

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

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

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

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

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

Application	:	Applied
Explanation on application of the practice	:	Appointments of new candidates to the Board are subject to a formal and transparent process. The NC is responsible to assess the suitability of the new candidate before his appointment as a Director of the Company. In the evaluation, the NC takes into consideration among others the candidate's skills, experience, independency, character, integrity, competency and time commitment of the candidate to effectively discharge his role as a director. Following the assessment, the NC will submit its recommendation to the Board for approval. The Company Secretary is then responsible to ensure relevant procedures relating to the appointment of the new directors are properly executed. Upon appointment, the new Director will be given a copy of the Board Charter, and provided with an induction programme to familiarize the new director with the business activities, corporate governance practices, and other policies of the Group. The programme also allows the new director to get acquainted with the management. In FY2025, none of the Board members held active political positions or were directly affiliated with the heads of state, heads of government, or government ministers. This ensured that the Board maintained its independence and objectivity in overseeing the Company's affairs.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board has established a formal and transparent procedure in relation to the nomination and appointment of new Directors which are set out in the Terms of Reference of the NC and the Directors' Fit & Proper Policy. The NC identifies and searches for candidates through various contacts and recommendations from independent sources including proposal from the Directors, Management and Major Shareholders. The selection process for appointment of new Director is set out in Practice 5.5.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.7
The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied	
Explanation on application of the practice	:	In ensuring shareholders have the information they require to make an informed decision on re-election and/or re-appointment of directors, the Company had included the information on re-election and/or re-appointment of directors under explanatory notes in the notice of last AGM of the Company dated 28 April 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2025, the NC of Tambun Indah was chaired by Dato' Seri Mokhtar Bin Mohd Jait, an Independent Director of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board had established a policy of at least 30% female director on the Board. As at 31 December 2025, the Board comprised of 4 female directors, equivalent to 50% women representation on Board.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.10
The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	Details are set out in the Sustainability Statement section of the AR 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 6.1
The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

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

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.		
Application	:	Applied
Explanation on application of the practice	:	The Board through the NC, performs a formal and objective annual assessment to determine the effectiveness of the Board as a whole, evaluates the Board Committees and the contribution of individual directors through the use of questionnaires. The Company Secretary will collate the results of the questionnaires into a report. The report is prepared based on the collective comments and feedback from all the directors and relevant Board Committees. The Company Secretary then presents the report to the NC for evaluation, and that is subsequently tabled to the Board for deliberation. The NC also assessed the Directors based on the self-assessments' questionnaires completed by the individual Directors and considered among others the character, integrity, personality, independence and contribution of each director. For FY2025, the NC was satisfied that all the Directors of the Company were able to discharge their duties and responsibilities diligently in the best interest of the Group.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

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

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

Practice 7.1

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

Application	:	Applied
Explanation on application of the practice	:	The Board has in place a Remuneration Policy that is objective, fair and transparent to ensure a competitive remuneration is in place to motivate, reward and retain Directors and Senior Management to manage the Group's business successfully. None of the Executive Directors or Senior Management participates in deciding their own remunerations. The Board through the RC reviews the remuneration package of the Executive Directors and Senior Management. The remuneration package is reflective of the individual performance, function, workload, responsibilities, leadership, team spirit and length of service. The Board will also take into consideration of the Company's performance towards managing material sustainability risks and opportunities. The RC also reviews and recommends to the Board the remuneration to be paid to the Non-Executive Directors based on their level of responsibilities and commitment required. The Directors' fees and benefits determined by the Board are subject to annual shareholders' approval. The Remuneration Policy is set out in the Board Charter which is available at the Company's website (www.tambunindah.com).
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 had established a RC with defined terms of reference. The RC is responsible for reviewing the remunerations of executive directors, senior management and non-executive directors according to the Remuneration Policy. The RC then tables its recommendation to the Board. As at 31 December 2025, the RC comprised a majority of Independent Directors. During FY2025, the RC had carried out the following duties: i) Reviewed and confirmed the minutes of the RC meeting; ii) Reviewed and recommended to the Board, the incentives and/or bonus of the Executive Directors and Senior Management for FY2025; iii) Reviewed and recommended to the Board, the remuneration packages of the Executive Directors and Senior Management for FY2026; iv) Reviewed and recommended to the Board, the fees payable to Directors of the Company for FY2026 for shareholders' approval at the AGM; and v) Reviewed and recommended to the Board, the benefits and estimated quantum payable to Non-Executive Directors for shareholders' approval at the AGM.
Explanation for departure	:	

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

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	:	

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	Lai Fook Hoy	Non-Executive Non-Independent Director	85	3	-	-	-	-	88	85	3	-	-	-	-	88
2	Teh Kiak Seng	Executive Director	55	-	-	-	-	-	55	55	126	660	248	40	111	1,240
3	Teh Deng Wei	Executive Director	55	-	-	-	-	-	55	55	3	1,560	585	31	547	2,781
4	Teh Theng Theng	Executive Director	55	-	-	-	-	-	55	55	5	439	165	6	156	826
5	Tsai Chia Ling	Non-Executive Non-Independent Director	59	3	-	-	-	-	62	59	3	-	-	-	-	62
6	Lam Voon Kean	Independent Director	83	3	-	-	-	-	86	83	3	-	-	-	-	86
7	Mokhtar Bin Mohd Jait	Independent Director	73	3	-	-	-	-	76	73	3	-	-	-	-	76
8	Kaoy Lay Min	Independent Director	65	3	-	-	-	-	68	65	3	-	-	-	-	68
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	Input info here

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

Practice 8.2
The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is of the opinion that it is not in the best interest of the Group to disclose the level of remuneration paid to Senior Management on a named basis given the competitive environment for personnel with the requisite knowledge and experience in the industry.	
		As alternate practice, the Board discloses the aggregate remuneration paid to Senior Management. For FY2025, the aggregate sum of remunerations paid to the senior management team was approximately RM1.07 million.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

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

Practice 8.3 - Step Up
Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	As at 31 December 2025, the AC was chaired by Ms. Lam Voon Kean and she was not the Chairman of the Board. Ms. Lam Voon Kean is a member of the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. The composition of the AC is set out in the AC Report section of the AR 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied	
Explanation on application of the practice	:	Pursuant to the Terms of Reference of the Company's AC, a former audit partner is required to observe a cooling-off period of at least 3 years before being appointed as a member of the AC. In FY2025, none of the members of the Board was a former audit partner of the Group.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application	:	Applied
Explanation on application of the practice	:	The AC had assessed the suitability, objectivity and independence of the Company's External Auditors, BDO PLT who performed the audits of the Company for FY2025. After having considered the following factors, the AC had recommended BDO PLT to the Board for re-appointment subject to shareholders' approval at the AGM of the Company: **Suitability Assessment** • The adequacy of resources, skills, knowledge and experience to perform their duties in accordance with approved professional auditing standards and applicable regulatory and legal requirements; • The adequacy of the audit scope and plan which covers fraud if identified and the key financial and operational risks of the Group; • Timely report on deficiencies noted in the risk management and internal controls; • Timely updates on new developments pertaining to financial reporting standards, corporate governance and other regulated changes; • Ability to meet the deadlines set by the Group; and • Adequate succession plan to meet the audit partner rotation requirement in ensuing objectivity in their audit opinion. **Objectivity Assessment** • The nature and extent of the non-audit services rendered and the appropriateness of the level of their fees. **Independence Assessment** • The engagement partner has not served for a continuous period of more than 7 years with the Company; and • BDO PLT has given written assurance to the AC 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.

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

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	As at 31 December 2025, the AC comprised entirely independent directors.

Intended Outcome
There is an effective and independent Audit Committee.

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The NC had assessed the term of office and performance of the AC and its members for FY2025 in accordance with Paragraph 15.20 of the Main LR of Bursa Securities by way of a set of comprehensive questionnaires. The questionnaires covered amongst others the understanding of the role and terms of reference, financial literacy, integrity, independency, time commitment and so forth. The NC was satisfied that the AC and its members had discharged their duties according to their terms of reference in FY2025. During FY2025, members of the AC had attended various trainings as set out under "Board Development" in the Corporate Governance Overview Statement section of AR 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	The Board adopts a Risk Management Handbook which encapsulates the risk management policies and strategies of the Group. The handbook was revised based on the foundation of Committee of Sponsoring Organizations of the Treadway Commission Enterprise Risk Management ("**COSO ERM**") 2017 framework, among others in view of the practices of the Group's environment and operation. The Board through the RMC reviewed the adequacy of the Group's risk Management framework in FY2025 to ensure risk management and internal controls are in place. During FY2025, the RMC had reported to the Board periodically on the Group's risk profile including actions undertaken by the Management to manage or mitigate the risks identified. The Statement on Risk Management and Internal Control as set out in the AR 2025 provides an overview of the state of risk management and internal controls within the Group.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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

Application	:	Applied	
Explanation on application of the practice	:	Risk management is regarded as an important aspect of the Group's operation. The Group has an on-going process for identifying, evaluating and managing principal risks. An overview of risk management and the state of internal control within the Group is set out in the Statement on Risk Management and Internal Control section of AR 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Practice 10.3 - 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 Internal Auditors will review the systems of internal control of the Group based on the audit plan approved by the AC. The Internal Auditors will then report their findings, their suggestions for improvement and the management responses to the AC on a quarterly basis. The progress of the implementation of recommended actions is being monitored through follow up reviews by the Internal Auditors each quarter. The AC will then report to the Board on the progress and findings of the internal audit function. The AC had reviewed and assessed the adequacy of the scope and coverage of the internal audit function for FY2025 as well as the performance, competency, resources and independence of Sterling Business Alignment Consulting Sdn. Bhd. ("**Sterling**"), the outsourced internal auditors and was satisfied therewith. The AC had re-appointed Sterling for another term. Further details of the internal audit function are set out in the AC Report section of AR 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The Company outsourced its internal audit function to an independent professional consulting firm, Sterling which reports directly to the AC. Sterling had confirmed that they are independent and free from any relationship or conflict of interest with the Group. Brief profile of the internal auditors are as follows: Dr. So Hsien Ying of Sterling is the Principal Consultant responsible for the internal audit of the Group. She has more than 30 years of experience in corporate planning, business process improvement, risk management, internal audit and internal control review. She is a Doctor in Business Administration (Wales), a Master in Business Administration (Finance) (Hull), a BSc Economics (Hons) (London), a Certified Internal Control Professional (US), a permanent member of the Internal Control Institute (US), an associate member of IIAM and a member of the Malaysian Alliance of Corporate Directors. The number of resources of Sterling deployed for each internal audit review ranges from 2 to 4 audit personnel per visit. Sterling is a corporate member of the Institute of Internal Auditors Malaysia ("IIAM") and used the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") Internal Control – Integrated Framework as a basis for evaluating the effectiveness of the Group's internal control systems.
Explanation for departure	:	

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

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

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board recognises the importance of an effective communication channel between the Board, shareholders and other stakeholders and shall provide timely information of the Group's latest financial, corporate developments as well as the Group's businesses and products to enhance value and build the investors' confidence with the Group. During FY2025, the Board communicated to shareholders and stakeholders through the following channel: • The issuance of the Company's Annual Report for FY2024 ("**AR 2024**") on 28 April 2025; • The 17th AGM of the Company that was held on 19 June 2025; • Announcements released to Bursa Securities namely the quarterly financial results, annual reports, changes in shareholdings and other announcements in accordance with the Main LR of Bursa Securities and these announcements were also available at the Company's website (www.tambunindah.com); • The Company's website for shareholders and the general public to access for the latest and updated information such as corporate information, corporate slides of the latest quarterly financial results, events of the Group, Board Charter & policies, the Group's projects and other information.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 12.2
Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

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

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

Practice 13.1
Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	The Board had adopted Practice 13.1 to issue the notice of AGM to shareholders at least 28 days prior to the meeting. The Notice of the 17th AGM of the Company dated 28 April 2025 was issued to the shareholders 28 days prior to the AGM which was held on 19 June 2025. The additional time given will allow shareholders to make necessary arrangements to attend and participate in person or through proxies or corporate representatives, and also to consider the proposed resolutions before exercising their voting rights at the meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.2
All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	At the 17th AGM held on 19 June 2025, all the Directors and key Senior Management were present in person to engage directly with shareholders of the Company.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board is of the view that the existing procedures or practice of the Company has provided shareholders with sufficient information to make an informed decision and sufficient time is given to deposit the proxy form for poll voting or to participate in person at general meetings.
		Alternate practices are as follows: (a) The notice of AGM and proxy form is given to shareholders no later than 28 days before the date appointed for holding the AGM. For general meetings other than the AGM, the Company provides the notice of meeting at least 21 days for special resolution and 14 days for ordinary resolution. (b) The notice of AGM will be published on nationally circulated newspaper. (c) Prior to the issuance of the notice, the Company Secretary will announce the notice to Bursa Securities and a copy of the notice is also available at the Company's website. (d) The explanatory notes to the notice of AGM and/or the contents of circular to shareholders provide detailed explanation of the proposed resolutions to enable shareholders to make informed decisions in exercising their voting rights. (e) Shareholders are allowed to appoint any person as proxies to attend, speak and vote at the general meeting. The completed proxy form is to be deposited at the registered office of the Company not later than 48 hours before the time for holding the meeting or 24 hours before the time for the taking of the poll at the general meeting. (f) All the resolutions put to the general meeting are voted upon by poll and the poll counting process and verifications are conducted by independent scrutineers.

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

Practice 13.4
The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.		
Application	:	Applied
Explanation on application of the practice	:	AGM is a vital forum for interactions with shareholders of the Company. The Chairman of the Board chaired the 17th AGM in an orderly manner. Shareholders and proxies were encouraged to participate in the proceedings and to ask questions on the operations and performance of the Group. Before the proposed resolutions were put to the vote by poll, Chairman also invited shareholders to raise questions relating to the proposed resolutions which the Board and Senior Management were present to respond to any questions from the shareholders. The Company's External Auditors were also present to address issues relating to the audits and the auditors' reports. In enhancing a more meaningful engagement between the Board and shareholders, the MD presented the Group's performance and future plans to shareholders at the start of the meeting which allowed shareholders to share their feedback and post questions during the meeting. The minutes of the 17th AGM was then published on Company's website for shareholders' reference.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

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.			
Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied	
Explanation on application of the practice	:	The Minutes of the 17th AGM held on 19 June 2025 were published on the Company's website on 9 July 2025.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

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