

CORPORATE GOVERNANCE REPORT

STOCK CODE : 6998
COMPANY NAME : BINTAI KINDEN CORPORATION BERHAD
FINANCIAL YEAR : 31 March, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors of Bintai Kinden Corporation Berhad ("Bintai" or "the Company") holds ultimate responsibility for the Group's overall performance, strategic direction, and governance. The Board provides effective leadership within a framework of prudent and robust internal controls, ensuring that risks are properly assessed and managed, while delivering long-term shareholder value and safeguarding the interests of all stakeholders.</p> <p>In discharging their responsibilities, the Board is guided by a clearly defined Board Charter, which outlines their roles and responsibilities, the division of functions between the Board, Board Committees and Management, and matters reserved for the Board's decision.</p> <p>The Board delegates specific functions to the Chief Executive Officer, senior management, and four Board Committees — namely the Audit Committee ("AC"), Risk Management Committee ("RMC"), Remuneration Committee ("RC") and Nomination Committee ("NC"). These Committees operate under their respective Terms of Reference ("TOR") and report to the Board with recommendations to support effective and informed decision-making.</p> <p>The Board also establishes and approves the Group's Vision and Mission, ensuring they are aligned with the Group's strategic priorities and operational goals. These are communicated transparently via the Company's corporate website to enhance stakeholder awareness and engagement.</p> <p>Through its oversight role, the Board monitors the progress of the Company's strategic initiatives and ensures that adequate resources are allocated to support their effective implementation and long-term sustainability. The performance of the Management team is assessed through regular reporting, reviews of operational and financial results and strategic updates presented to the Board.</p>

	The Board Charter and TOR for the Board Committees are published on the Company's corporate website at www.bintai.com.my .	
Explanation for departure	: Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	: Not applicable.	
Timeframe	: Not applicable.	

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is led by an Independent Non-Executive Chairman, Datuk Ng Choon Koon who plays a key role in ensuring the effective functioning of the Board in discharging its fiduciary and leadership responsibilities. He provides strong leadership and strategic direction to the Company, and promotes a culture of integrity and good corporate governance across the Group.</p> <p>The responsibilities of the Chairman are clearly defined in the Board Charter and include, among others:</p> <ul style="list-style-type: none"> • Leading the Board in setting the strategic direction of the Group; • Ensuring the integrity and effectiveness of the governance process; • Facilitating open and effective communication among Directors and between the Board and Management; • Ensuring the Board receives accurate, timely and clear information; • Encouraging active participation of all Directors in Board deliberations and decision-making; • Leading the Board in the annual evaluation process and succession planning. <p>The roles and responsibilities of the Chairman are outlined in the Board Charter, which is accessible on the Company's website at www.bintai.com.my.</p>
Explanation for departure	:	Not applicable.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The positions of Chairman and Chief Executive Officer ("CEO") in the Company are held by different individuals, with Datuk Ng Choon Koon serving as Chairman and Datuk Tay Chor Han as CEO. The Board Charter clearly delineates the division of responsibilities between these two roles, ensuring a balance of power and authority within the Company.</p> <p>The Chairman is responsible for ensuring the effectiveness of the Board, promoting high standards of corporate governance, and facilitating constructive deliberations and decision-making among Directors.</p> <p>On the other hand, the CEO is responsible for the day-to-day management of the Group's business operations and the execution of strategies and policies approved by the Board.</p> <p>This clear division of responsibilities ensures no individual holds unfettered decision-making powers and reinforces a balanced distribution of authority within the Company.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 1.4

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

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application	: Departure
Explanation on application of the practice	: Not applicable.
Explanation for departure	: The Chairman of the Board does not serve as a member of any of the Board Committees. However, he was invited to attend the Board Committees meetings to provide constructive insights and views on strategic matters, without involvement in management and operational matters.
	: Given that the Board Committees were consist exclusively of Independent Non-executive Directors, the Board is of the view that the non-voting participation of the Chairman does not impair the objectivity or independence of the Committees' deliberations and decisions.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Not applicable.
Timeframe	: Not applicable.

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company is supported by two external Company Secretaries, both of whom qualified under Section 235(2) of the Companies Act 2016. They provide essential advisory services to the Board and its Committees, ensuring the effective functioning of the Board and upholding regulatory compliance. The Company Secretaries will advise the Board of Directors' fiduciary and statutory obligations, and ensuring adherence to relevant regulations, the Company's Constitution, the Listing Requirements, the Malaysian Code on Corporate Governance (MCCG), and other applicable laws.</p> <p>The Company Secretaries attend all Board, Committee, and shareholder meetings to ensure these meetings are properly convened and conducted. They are responsible for maintaining accurate and timely records of proceedings, deliberations, and resolutions passed</p> <p>They also provide regular updates to the Board on changes in statutory and regulatory requirements, as well as developments in best practices in corporate governance, to enables the Board to stay informed and discharge its responsibilities effectively.</p> <p>To stay updated with evolving regulatory and governance developments, the Company Secretaries actively pursue continuous professional development through relevant training and seminars. They also facilitate communication between the Board, Key Senior Management, and Non-Executive Directors to ensure timely and appropriate information flows.</p> <p>The Board is satisfied with the performance and support rendered by the Company Secretaries in the discharge of their duties.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.

Timeframe	:	Not applicable.	
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Intended Outcome

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

Practice 1.6

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

Application	:	Applied	
Explanation on application of the practice	:	<p>To ensure that the Board and its Committees are provided with complete, accurate, and timely information to effectively discharge their duties, notices and meeting materials are circulated to all Directors at least seven (7) days prior to the date of each meeting. In exceptional circumstances where urgent matters arise, a shorter notice period may be permitted.</p> <p>The agenda for each meeting is carefully structured to facilitate focused and meaningful deliberation, supported by comprehensive and relevant information to enable informed decision-making.</p> <p>Minutes of meetings are prepared by the Company Secretary and include key discussions, decisions made, action items, and any abstentions by Directors. These minutes are circulated to all Board members in a timely manner for review and are tabled for confirmation at the subsequent meeting.</p>	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established and adopted a comprehensive Board Charter that serves as a key reference for Directors in discharging their fiduciary duties. The Charter defines the Board’s authority, roles, composition, functions, and responsibilities, ensuring that Directors are fully aware of their duties and are well-equipped to manage the Company’s affairs with due diligence and integrity.</p> <p>It also outlines the Board's provision of strategic direction and oversight, including the delegation of authority to various committees to act in the best interests of the Company and its stakeholders. Notwithstanding such delegation, certain key matters remain expressly reserved for the Board’s deliberation and decision. Each Board Committees operates under their respective Terms of Reference, which clearly sets out their roles, responsibilities, and scope of authority.</p> <p>The Charter is subject to periodic review and may be amended as necessary to ensure its continued relevance and alignment with prevailing regulations and best practices.</p> <p>Both the Board Charter and the Terms of Reference of the Board Committees are published on the Company’s corporate website.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

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 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 is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>To reinforce ethical leadership and promote a culture of good governance, the Board has adopted a Code of Conduct for Directors, which fosters a corporate culture rooted in integrity, accountability, and ethical behaviour. The Code outlines clear principles on integrity, responsibility, confidentiality, and conflict of interest, and serves as a practical guide for Directors in the discharge of their fiduciary duties. The Code is embedded within the Company's Board Charter, which is publicly accessible on the Company's website.</p> <p>To further ensure effective implementation, the Code is supported by specific policies, including the Anti-Bribery Policy, Corruption-Free Pledge, and Whistle Blowing Policy. These policies articulate the expected standards of conduct for all Directors and employees, with a strong emphasis on upholding ethical behaviour and ensuring strict compliance with all applicable laws and regulations governing the prevention of corruption, bribery, and extortion. The policies are subject to periodic review to ensure continued relevance and alignment with evolving legal and regulatory developments.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established and adopted a Whistle Blowing Policy as part of the Board Charter, to foster an open, transparent, and accountable culture within the Group. The policy that formed part of the Board Charter, serves as an avenue for employees and other stakeholders to raise genuine concerns regarding any improper conduct, unethical behaviour, or potential violations of laws and regulations in a secure and confidential manner.</p> <p>The Whistle Blowing Policy outlines clear procedures for the reporting, investigation, and resolution of whistleblowing disclosures. It also ensures that:</p> <ul style="list-style-type: none"> • Whistleblowers are protected from any form of retaliation or discrimination; • Reports are treated with strict confidentiality; • Investigations are conducted objectively and independently; and • Appropriate remedial actions are taken in response to substantiated concerns. <p>To enhance accessibility and effectiveness, the whistleblowing mechanism is made available via multiple reporting channels, including email and dedicated contact points, which are published on the Company's website.</p>
Explanation for departure	:	Not applicable.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 4.1

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

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors leads the Group's sustainability agenda and is ultimately accountable for overseeing the governance and strategic direction of sustainability matters across the Group. The Board ensures that sustainability considerations are embedded within the Group's business strategies, risk management processes, and operational decision-making.</p> <p>The Company's sustainability governance structure is headed by the Board and supported by key members of senior management. The Managing Director cum Chief Executive Officer, Datuk Tay Chor Han, is tasked with overseeing the implementation of sustainability initiatives and policies. He will be reporting to the Board on the progress, challenges, and performance of the Group's sustainability efforts, ensuring alignment with the Group's values and stakeholder expectations.</p> <p>In executing its sustainability strategy, the Group focuses on managing its material environmental, social and governance (ESG) risks and opportunities. The Company's material sustainability matters, including its societal and environmental impacts, stakeholder concerns, and corresponding mitigation or enhancement strategies, are comprehensively disclosed in the Sustainability Statement of the Annual Report 2025. This statement also outlines the Group's sustainability initiatives and progress towards achieving its ESG-related goals.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 4.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to ensuring transparency and active stakeholder engagement in relation to the Group's sustainability agenda. Bintai's robust sustainability framework is communicated clearly and consistently to both internal and external stakeholders to uphold accountability and trust.</p> <p>The Company's sustainability strategies, priorities, and performance targets are outlined in the annual Sustainability Statement, which forms part of the Annual Report. This includes measurable objectives and progress updates against key environmental, social, and governance (ESG) indicators.</p> <p>Internally, sustainability targets and initiatives are communicated through regular management and staff meetings, annual event and employee communications. Externally, the Company engages stakeholders via its corporate website, and ongoing interactions with customers, regulators, and investors.</p> <p>The Board, through the Sustainability Committee also reviews and monitors the progress of sustainability-related initiatives and ensures transparent disclosure in line with Bursa Malaysia's Sustainability Reporting requirements.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board acknowledges the importance of understanding sustainability issues, including climate-related risks and opportunities, which are relevant to the Group’s business and long-term success.</p> <p>To support this, the Directors regularly participate in sustainability-related training and development programmes to deepen their understanding of evolving ESG trends, regulatory expectations, and stakeholder concerns.</p> <p>The Board also supported by its Sustainability Committee, which plays a key role in keeping the Board informed of material sustainability matters, emerging risks, and the Group’s performance against established ESG targets and commitments.</p>	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 4.4

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

Application	:	Applied
Explanation on application of the practice	:	<p>The performance evaluation of the Board and Senior Management includes an assessment of their roles in addressing the Group's material sustainability risks and opportunities.</p> <p>As part of the annual Board evaluation exercise, specific questions relating to the Board's oversight of sustainability strategy, risk management, and ESG integration are incorporated into the evaluation framework.</p> <p>In parallel, key performance indicators (KPIs) relating to material sustainability risks and opportunities are embedded into the annual performance assessments of Senior Management.</p> <p>This ensures strategic alignment between the Board and Senior Management in advancing the Group's ESG initiatives and achieving its long-term sustainability objectives.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

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	:	<p>The Managing Director cum CEO, Datuk Tay Chor Han, has been designated to lead and oversee the Group's sustainability efforts. He is responsible for driving the implementation of sustainability initiatives, monitoring ESG performance, and ensuring that sustainability considerations are effectively integrated into the Group's operations and strategic decision-making processes.</p> <p>In his capacity as Chair of the Sustainability Committee, Datuk Tay reports regularly to the RMC, AC and the Board on the progress of the Group's sustainability agenda which includes updates on ESG performance, stakeholder engagement outcomes, and compliance with Bursa Malaysia's Sustainability Reporting requirements.</p>

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC plays an active role in reviewing the Board's composition and effectiveness to ensure that it remains aligned with the Group's strategic direction and governance needs.</p> <p>In accordance with its Terms of Reference, the NC conducts an annual review of the Board's composition, taking into account the appropriate size, the mix of skills, experience, core competencies, and diversity.</p> <p>The NC also evaluates the performance of Directors who are subject to retirement and re-election at the Annual General Meeting ("AGM"). Based on satisfactory assessment of the said Director's performance, contribution, and commitment, the NC submits its recommendation to the Board for consideration. The Board the decides on the proposed re-election of the Directors, subject to shareholders' approval at the AGM.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 5.2

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is composed around 66% Independent Non-Executive Directors, with four out of the total six Board members fulfilling this role. Following the annual assessment conducted by the NC, all Independent Non-Executive Directors have been confirmed to meet the independence criteria set out under the Main Market Listing Requirements. This high proportion of Independent Non-Executive Directors strengthens the Board's ability to make decisions effectively and objectively, ensuring that all decisions are made in the best interests of the Company and its stakeholders.	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 5.3

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>As at the date of this report, none of the Independent Directors has served the Board beyond a cumulative term of nine years. The Board is mindful that long tenure may impair independence and objectivity. Therefore, the Board conducts annual assessments on the independence of each Independent Director and ensures that their views remain unbiased and aligned with the best interests of the Company.</p> <p>In the event any Independent Director's tenure approaches nine years, the Board will deliberate on the matter and may retain the director as an Independent Director if it is satisfied that the individual continues to demonstrate independence in character and judgment. The Board will then provide appropriate justification and seek annual shareholders' approval, and if applicable through the two-tier voting process.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

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	:	Not applicable.

Intended Outcome

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

Practice 5.5

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a Directors' Fit and Proper Policy, which serves as a structured framework for evaluating candidates for Board appointment or re-election. The policy sets out clear criteria including character and integrity, competence, experience, and time commitment, ensuring that each Director is capable of meeting the Company's governance and performance expectations.</p> <p>The NC is responsible for conducting thorough assessments of prospective candidates. The NC considers various factors such as age, gender, professional background, industry experience and ability to contribute effectively to the Board or Senior Management team.</p> <p>The appointment of Senior Management also follows a structured and merit-based approach. Candidates are sourced through reputable channels and assessed for alignment with the Company's values, leadership capabilities, and industry competence.</p> <p>The Board is committed to upholding the highest standards of independence and transparency. In this regard, the Board confirms that none of its members holds any direct or indirect interest in any corporation that could give rise to a conflict of interest with the Group.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is tasked with overseeing the formal and transparent procedures for assessing and recommending candidates for appointment to the Board. The Committee ensures that the Board's composition aligns with the strategic needs of the Company and reflects the required mix of skills, experience, and diversity.</p> <p>Recognising the importance of independence in Board appointments, the NC does not rely solely on recommendations from existing Board members, Management, or major shareholders. Where necessary, the NC explores independent channels to identify suitably qualified candidates who meet the evolving needs of the Company.</p> <p>All shortlisted candidates will be assessed based on objective criteria outlined in the Directors' Fit and Proper Policy, which includes qualifications, character and integrity, relevant experience, time commitment, and the ability to contribute effectively to the Board.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The NC is responsible for reviewing the performance, contributions, and time commitment of retiring Directors seeking re-election. Based on the assessment conducted in accordance with the Director's Fit and Proper Policy, the NC is satisfied with the performance and contributions of the retiring Directors eligible for re-election at the forthcoming Annual General Meeting and recommends their re-election to shareholders for approval.</p> <p>To ensure transparency and facilitate informed decision-making, the profiles of the Board of Directors are provided in the Annual Report. These profiles include detailed information such as age, nationality, date of appointment, directorships in other companies, working experience and any potential conflicts of interest. Justifications for re-election of directors are also included in the explanatory notes accompanying the Notice of the AGM.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 5.8

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

Application	:	Applied	
Explanation on application of the practice	:	The NC of the Company is chaired by an Independent Non-Executive Director, Mr Surendran Chelvarajah. His role is central in ensuring that the NC discharges its responsibilities effectively and independently, in line with the Terms of Reference governing the Committee.	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	As of the financial year under review, the Board comprises one (1) female Director, representing only around 16.66% of the total Board composition. It falls short of the 30% threshold recommended by the Malaysian Code on Corporate Governance.	
	:	While the Board currently does not meet the 30% female representation, it has complied with the Main Market Listing Requirements which mandate the inclusion of at least one female director. The Board acknowledges the importance and benefits of gender diversity, recognising that diverse perspectives contribute to more effective deliberations and balanced decision-making. The NC of the Company will proactively assess and identify qualified female candidates for future appointments, particularly when vacancies arise.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 5.10

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has not established a formal policy on gender diversity, taking into consideration the nature of its business, where the construction and engineering sectors are predominantly male-dominated due to the technical expertise and qualifications required.	
		However, the Board remains committed to supporting diversity in its practices and decision-making processes. Appointments to the Board and Senior Management continue to be made based on merit, skills, experience, and alignment with the Company’s strategic needs, while also considering the benefits of gender and other forms of diversity.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 6.1

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

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

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: During the financial year, the NC conducted a thorough Board Effectiveness Evaluation to assess the overall performance and effectiveness of the Board, its Committees, and individual Directors. The evaluation included individual self-assessments for each Director, as well as a specific evaluation of the independence of the Independent Directors. The evaluation process was conducted via an online platform, with each Director required to complete a detailed questionnaire. The responses were subsequently collated by the Company Secretaries and presented to the NC for review. The NC, upon deliberating on the findings, is satisfied with the effectiveness of the Board and the Board Committees and subsequently recommended to the Board for further consideration.
Explanation for departure	: Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Not applicable.
Timeframe	: Not applicable.

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company has not formalised a remuneration policy for the Board and Senior Management. However, the Board, through the RC, reviews and recommends the remuneration of Executive and Non-Executive Directors annually. The recommendations are made based on the RC’s assessment of each Director’s role, responsibilities, performance, and prevailing market practices. Final approval is granted by the Board.	
		For Senior Management, remuneration is determined by the respective Heads of Divisions, taking into account the individual's performance, commitment, scope of responsibilities, and contribution to the Company.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a RC comprising three (3) Independent Non-Executive Directors. The RC is responsible for assisting the Board in determining and recommending the remuneration of Directors to ensure it remains fair, competitive, and aligned with the Group's performance and strategic objectives.</p> <p>The RC reviews and recommends the remuneration packages of the Board annually, taking into account individual contributions, the overall performance of the Group, the achievement of strategic initiatives, and other key performance indicators established at the beginning of each year.</p> <p>The fees for Non-Executive Directors are determined by the Board as a whole, with the Directors concerned abstaining from deliberation and voting on their own fees to ensure objectivity and fairness in the decision-making process.</p> <p>The terms of reference of RC are publicly available on the Company's website at www.bintai.com.my.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.

Timeframe	:	Not applicable.	
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Intended Outcome

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

Practice 8.1

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

Application	:	Applied
Explanation on application of the practice	:	The breakdown of each Director's remuneration (both Company and Group) for the financial year is disclosed by category, which includes Directors' fees and allowances, as follows:

No	Name	Directorate	Company							Group						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Ng Choon Koon	Independent Non-Executive Chairman	60,000.00	-	-	-	-	-	60,000.00	60,000.00	-	-	-	-	-	60,000.00
2	Datuk Tay Chor Han	Executive Director	-	-	-	-	-	-	-	-	600.00	370,000.00	-	-	45,047.60	415,647.60
3	Datuk Mohd Idzwan Izuddin Bin Datuk Ab Rahman	Non-Executive Non-Independent Director	-	1,948.92	-	-	-	-	1,948.92	-	2,502.15	161,612.90	-	-	20,716.70	184,831.75
4	Ooi Jit Huat	Independent Non-Executive Director	50,000.00	-	-	-	-	-	50,000.00	50,000.00	-	-	-	-	-	50,000.00
5	Surendran Chelvarajah	Independent Non-Executive Director	25,000.00	-	-	-	-	-	25,000.00	25,000.00	-	-	-	-	-	25,000.00
6	Ng Siew Kim	Independent Non-Executive Director	25,000.00	-	-	-	-	-	25,000.00	25,000.00	-	-	-	-	-	25,000.00

Intended Outcome

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

Practice 8.2

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board is of the view that disclosing Senior Management's remuneration on a named basis may not be in the best interest of the Company, primarily due to confidentiality concerns and the potential impact on talent retention and recruitment in a highly competitive industry. Such disclosure could also expose the Company and its key personnel to unnecessary risks, including potential poaching by competitors.</p> <p>Nevertheless, the Board ensures that a robust and transparent internal process is in place to determine fair and competitive remuneration for Senior Management.</p> <p>The Board also believes that the absence of named disclosure does not prejudice shareholders' interests, as remuneration decisions are subject to structured oversight and are aligned with the Group's strategic priorities and long-term performance objectives.</p> <p>In compliance with the Main Market Listing Requirements, the Company has disclosed the remuneration of the Managing Director cum CEO in the Annual Report. However, the remuneration of Senior Management has been reported on an aggregate basis, without the disclosure of individual names.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

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

Intended Outcome

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

Practice 8.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.1

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

Application	:	Applied	
Explanation on application of the practice	:	The positions of Chairman of the AC and Chairman of the Board are held by separate individuals. Mr Ooi Jit Huat serves as the Chairman of the AC, while Datuk Ng Choon Koon holds the position of Chairman of the Board.	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

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	:	Departure	
Explanation on application of the practice	:	Not applicable.	
Explanation for departure	:	The Company has not formalised a written policy specifying a cooling-off period for former audit partners before appointment to the AC.	
		However, the Board is mindful of the importance of maintaining the independence and integrity of the AC and, to date, has not appointed any former partner of the external audit firm as a member of the AC.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The AC conducts an annual review of the appointment or re-appointment of the external auditors, assessing their suitability, objectivity, and independence. The review includes evaluating the scope of statutory audit services, recurring audit-related engagements, and any non-audit services provided, along with the reasonableness of the associated fees.</p> <p>As part of the review process, the external auditors provide written confirmation to the AC affirming their independence throughout the audit engagement, in accordance with the By-Laws of the Malaysian Institute of Accountants. They also declared their independence and professional qualifications in the annual audit plan presented to the AC.</p> <p>Based on the latest assessment, the AC is satisfied with the performance, independence, and suitability of the external auditor for the financial year under review and has recommended their reappointment to the Board.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

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	:	All three members (3) in the AC of the Company comprises of exclusively Independent Non-Executive 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	:	<p>The Board is satisfied that the AC, as a whole, possesses a diverse and appropriate mix of skills, experience, and competencies required to effectively discharge its responsibilities. Collectively, the AC members have expertise in accounting, finance, corporate governance, and business operations, which are essential for reviewing financial reporting and internal control matters.</p> <p>All members of the AC are financially literate and are able to understand and evaluate issues within the Committee's scope, including financial statements, audit findings, and risk-related matters.</p> <p>In line with good governance practices, the AC members also pursue relevant professional development to stay abreast of developments in accounting and auditing standards, regulatory updates, and governance best practices.</p>
Explanation for departure	:	Not applicable.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a structured and effective risk management and internal control framework to identify, evaluate, and manage significant risks that may affect the achievement of the Group's strategic and operational objectives. The framework is guided by the Group's Enterprise Risk Management ("ERM") practices, which are embedded across all levels of the organisation.</p> <p>The Group Risk Management Department ("GRMD") facilitates the implementation of the ERM Framework across operating and functional business units. GRMD also responsible for maintaining and updating risk registers, conducting ongoing reviews of risk profiles, and coordinating with departments to ensure proactive risk mitigation. Risks related to the Group's strategic objectives are assessed at both the Group and operational levels.</p> <p>Each business and functional unit has appointed Risk Champions (typically Heads of Department) who are accountable for leading and coordinating risk management activities within their respective units. These Risk Champions are responsible for ensuring timely updates of risks, controls, action plans, and issues relevant to their operations.</p> <p>Through this framework, the Board receives regular updates on key risks and mitigation measures, enabling informed decision-making and strengthening organisational resilience.</p>
Explanation for departure	:	Not applicable.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

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

Practice 10.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a structured and systematic approach in overseeing the Group's performance and guiding Management on strategic initiatives to drive business growth while mitigating key risks. The Board affirms that the Group has in place an adequate and effective risk management framework and a sound internal control system to identify, assess, manage, and monitor risks that may impact the achievement of its objectives, including key risks such as financing, market, client, and project-related risks.</p> <p>With the support of the AC, the Board regularly reviews the adequacy and effectiveness of the Group's risk management and internal control systems. These reviews are carried out through periodic assessments and audits conducted by Management, the outsourced internal auditors, and the external auditors, which include testing of key controls to ensure they are well-designed and operating effectively.</p> <p>Any material lapses in internal controls or non-compliance issues, along with recommended corrective measures, are reported to the AC. The AC evaluates these findings and ensures appropriate actions are taken by Management to strengthen the internal control environment.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Adopted
Explanation on adoption of the practice	:	The Company has established a RMC comprising solely Independent Non-Executive Directors, reflecting its commitment to objective and effective oversight.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has outsourced its internal audit function to Smart Focus, an independent professional services firm. This arrangement ensures access to specialised expertise and promotes independent and objective assessments of the Company's internal control and risk management systems.</p> <p>The internal auditors will report directly to the AC, presenting their internal audit findings and recommendations during scheduled meetings. They will also conduct follow-up reviews to evaluate the implementation status of management's corrective action plans arising from their audit recommendations.</p> <p>To ensure the continued effectiveness of the internal audit function, the AC conducts an annual evaluation of the internal auditors' performance, competency, and independence. This review helps maintain the quality and integrity of the internal audit process.</p> <p>Further information regarding the internal audit function is disclosed in the Statement on Risk Management and Internal Control in the Company's Annual Report.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

Practice 11.2

The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	<p>To ensure the internal audit function is effective and able to function independently, the Group’s internal audit function is outsourced to Smart Focus, an independent professional internal audit service provider.</p> <p>The internal audit team is led by Mr Lee Fook Sun, who holds a Bachelor of Commerce and a Master in Accountancy from Australia. He is a member of the Malaysian Institute of Accountants (MIA), a member of CPA Australia, and a professional member of the Institute of Internal Auditors Malaysia (IIAM). Mr. Lee is supported by a team of three (3) internal audit personnel, who collectively possess the relevant qualifications, skills, and experience to perform the internal audit reviews effectively.</p> <p>The internal audit reviews are conducted using a risk-based audit approach and are guided by the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors. The internal audit team reports directly to the AC to ensure independence and objectivity in the discharge of their duties.</p> <p>The Board and AC are satisfied that the internal audit personnel are free from any family relationships or conflicts of interest with the Directors, senior management, or the Company that could impair their independence or objectivity. The internal auditors also have confirmed their independence to the AC for each audit engagement during the financial year.</p>
Explanation for departure	:	Not applicable.
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company is committed to maintaining open and transparent communication with stakeholders to provide a clear and accurate picture of the Group's performance, financial position, and strategic direction.</p> <p>To ensure timely and equitable dissemination of material information, the Company leverages multiple communication platforms, including announcements via Bursa Malaysia Securities, the Company's official website, and general meetings.</p> <p>The Company's website at www.bintai.com.my features a dedicated Investor Relations section that provides access to financial reports, annual reports, corporate announcements, and other relevant disclosures. Stakeholders are also encouraged to submit inquiries or feedback via the designated IR contact.</p> <p>All material announcements are released promptly through Bursa Securities and simultaneously published on the website to ensure accessibility and transparency.</p> <p>Additionally, the Annual General Meeting and other shareholder meetings serve as key platforms for engagement, allowing shareholders to seek clarification and provide feedback on the Company's operations and future plans.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

Intended Outcome

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

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

Practice 12.2

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

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

Intended Outcome

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

Practice 13.1

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company ensures that the Notice of the Annual General Meeting (“AGM”) is circulated to shareholders at least 28 days prior to the meeting date. This extended notice period provides shareholders with sufficient time to review the Annual Report, consider the resolutions to be tabled, and make the necessary arrangements to attend, participate, or vote via proxy.</p> <p>In addition to the physical and electronic despatch of the notice, the Notice of AGM is simultaneously published on the Company’s website and announced via Bursa Malaysia Securities Berhad. A copy is also advertised in nationally circulated newspapers, ensuring widespread accessibility to all shareholders.</p>	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 13.2

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The general meetings serve as the Company’s primary platform for direct engagement with shareholders. The Board strongly encourages shareholder participation and values the general meetings as an opportunity for shareholders to raise questions, seek clarifications, and provide feedback through a dedicated question-and-answer session.</p> <p>The Company upholds the principle of accountability by ensuring that all Directors, including the Chairman or Chairperson of the Board Committees, attend the general meetings. They are expected to actively participate and address queries raised by shareholders, particularly in areas under their purview such as audit, nomination, and risk management.</p> <p>Additionally, the External Auditors and Key Senior Management are invited to attend the meetings to provide professional clarification and respond to queries related to the Company's financial performance and operations.</p>	
Explanation for departure	:	Not applicable.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Company leverages technology to facilitate voting and ensure voting results are accurately and transparently disclosed.</p> <p>The 30th AGM of the Company was held fully virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV"). This approach enabled shareholders and proxies to participate and vote in absentia, ensuring accessibility and shareholder inclusiveness.</p> <p>The online meeting platform was hosted on a secure cloud infrastructure that adhered to robust cyber hygiene practices and security protocols to safeguard against potential cyber threats and ensure a secure meeting environment.</p> <p>To facilitate participation, the Company circulated a detailed Administrative Guide outlining the procedures for logging in, voting electronically, and submitting questions. Shareholders and proxies were able to submit questions in real-time via the RPV platform, and these were displayed to all participants to promote transparency and engagement.</p> <p>Voting at the AGM was conducted through electronic polling, and the results of each resolution were promptly announced during the meeting, detailing the number and percentage of votes cast for and against. The outcome was subsequently disclosed via Bursa Malaysia.</p>
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:	Not applicable.	
Timeframe	:	Not applicable.	

Intended Outcome

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

Practice 13.4

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Company views its general meetings as a vital platform for open and constructive engagement between shareholders, the Board, and Senior Management. The Chairman plays an active role in facilitating this interaction to ensure a productive and respectful dialogue during the meeting.</p> <p>During the meetings, shareholders were provided with ample time and opportunity to pose questions, ensuring an engaging and informative session that promoted transparency and effective communication between the Company's leadership and its shareholders.</p> <p>The Company also ensures that discussions during the meetings are interactive and informative, allowing shareholders to express their views and receive clarifications directly from the relevant Board Committee Chairs or Senior Management.</p>
Explanation for departure	: Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Not applicable.
Timeframe	: Not applicable.

Intended Outcome

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

Practice 13.5

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

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The 30th AGM of the Company was held as a fully virtual meeting via a secure online platform provided by Digerati Technologies Sdn. Bhd., which enabled live streaming, real-time remote participation, and electronic voting. The platform also allowed shareholders to submit questions electronically before and during the meeting.</p> <p>In line with best practices, questions posed by shareholders during the meeting were made visible to all participants on the virtual platform, promoting transparent and inclusive engagement. The Board, relevant Committee Chairs, and Senior Management addressed the questions live during the meeting to ensure meaningful and interactive dialogue.</p> <p>The virtual infrastructure and tools employed ensured a smooth broadcast, secure remote access, and effective two-way communication throughout the meeting.</p>
Explanation for departure	: Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	: Not applicable.
Timeframe	: Not applicable.

Intended Outcome

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

Practice 13.6

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

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The minutes of the general meetings were circulated to shareholders through the Company's corporate website within 30 business days following the meetings. This ensures that shareholders have timely access to the detailed proceedings and resolutions discussed during the meetings.
Explanation for departure	:	Not applicable.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Not applicable.
Timeframe	:	Not applicable.

**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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